DE NORA

REPORT ON THE REMUNERATION POLICY AND FEES PAID 2025

Report on the Remuneration Policy and Fees Paid

Prepared pursuant to Article 123-ter of Italian Legislative Decree No. 58/98, as subsequently amended, and Article 84-quater of CONSOB Regulation 11971/99, as subsequently amended, as well as Article 5, Recommendation 27 of the Corporate Governance Code

Approved by the Board of Directors on March 18, 2025

Industrie De Nora S.p.A.

Registered office at Via Bistolfi 35, 20134 – Milan (MI)

Tax identification code and registration number with the Companies Register at the Chamber of Commerce of Milan – Monza – Brianza – Lodi 03998870962

Share capital of Euro 18,268,203,90

www.denora.com

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In the text, parts marked with this symbol refer to ESG topics..

GLOSSARY

Adjusted Operating Cash Flow: is calculated as follows Adjusted EBITDA (including change in provisions) + change in net working capital - taxes + share capital increase by minority shareholders to finance operations.

Chief Executive Officer or CEO: The Company's chief executive officer, as appointed by the Board of Directors.

Shareholders' Meeting: The Issuer's Shareholders' Meeting.

EMBO beneficiaries: The beneficiaries of the Executive MBO, i.e., the Chief Executive Officer and Key Executives.

Code/CG Code: The Corporate Governance Code for listed companies approved by the Corporate Governance Committee in January 2020.

Board of Statutory Auditors: The Issuer's board of statutory auditors.

Audit, Risk and ESG Committee: The audit, risk and sustainability committee established within IDN's Board of Directors in accordance with Principle XI of the Corporate Governance Code, and integrating the functions outlined in Recommendation no. 35 of the Code.

Appointments and Remuneration Committee: The appointments and remuneration committee established within IDN's Board of Directors in accordance with Principle XI of the Corporate Governance Code, and integrating the functions outlined in Recommendations no. 19 and no. 25 of the Code.

Related Party Transactions Committee: The related party transactions committee established within IDN's Board of Directors in accordance with the RPT Regulations and RPT Procedure.

CG Committee/Corporate Governance Committee: The Italian Corporate Governance Committee for Listed Companies, promoted not only by Borsa Italiana S.p.A. but also by ABI, Ania, Assogestioni, Assonime and Confindustria.

Board/Board of Directors: The Issuer's board of directors.

Date of the Report: The date of approval of this Report by the Board of Directors.

Trading Date: The date of June 30, 2022, as of which the Ordinary Shares are traded on Euronext Milan.

CSRD Directive or **CSRD**: Directive (EU) 2022/2464 of the European Parliament and of the Council of 14 December 2022 amending Regulation (EU) No 537/2014, Directive 2004/109/EC, Directive 2006/43/EC and Directive 2013/34/EU, as regards corporate sustainability reporting.

Key Executives or **KEs**: The persons who have the power and responsibility, directly or indirectly, for planning, directing, and controlling the activities of the Company, including the directors (executive or otherwise) of the Company, as defined in Annex 1 of the RPT Regulations.

EBITDA: Profit for the period adjusted for the following items in the consolidated income statement: (i) income taxes; (ii) finance expenses; (iii) finance income; (iv) share of profit of equity-accounted investees; (v) amortization/depreciation; (vi) impairment and reinstatement of property, plants and machinery; and (vii) write-down of goodwill and other intangible assets.

Cumulative Adjusted EBITDA for the three-year period: Business-based indicator that measures the adjusted EBITDA to take into account special items at the end of the three-year performance period. Specifically, the value of this indicator will correspond to the value presented in the consolidated Annual Integrated Report. Moreover, the calculation of the value of this indicator will neutralize:

the exchange rate effect by restating the actual values for the three-year period at the budget exchange rates;

- any variations related to the projects financed.(e.g., IPCEI)
- any other event or transaction beyond the control of management:
  - the occurrence of which is non-recurring or does not frequently recur in the ordinary course of business;
  - not representative of the ordinary course of business.

Issuer or **IDN** or **Company** or **De Nora**: Industrie De Nora S.p.A., the securities issuer to which the Report refers.

Financial Year: The financial year ended December 31, 2024, to which the Report refers.

Executive MBO or **EMBO**: The monetary incentive system based on management by objectives for the Chief Executive Officer and Key Executives.

De Nora Group or **Group**: Collectively, IDN and the companies directly or indirectly controlled by it pursuant to Article 2359, Paragraph 1, no. 1 of the Italian Civil Code and included in the scope of consolidation.

Lock Up: The period during which the Beneficiaries are required to hold and not to dispose of in any manner whatsoever a portion of the shares allotted to them.

Performance Share Plan or **PSP**: The medium- to long-term incentive system for the Chief Executive Officer, Key Executives and other Top Managers of the company, based on financial instruments (ordinary shares).

Remuneration Policy or **Policy**: The policy adopted by the Company on the remuneration of members of the Board of Directors, Key Executives and the Board of Statutory Auditors.

RPT Procedure: The Procedure for Transactions with Related Parties approved by the Board of Directors on July 5, 2022, as amended.

Issuers' Regulation: The regulation issued by Consob with resolution no. 11971 of 1999 (as amended) on issuers.

RPT Regulation: The Regulation issued by Consob with resolution no. 17221 of March 12, 2010, (as amended) on transactions with related parties.

Report or **Report** on **Remuneration**: This Report on the remuneration policy and on the remuneration paid that companies are required to prepare and publish pursuant to Article 123-ter of the Consolidated Law on Finance and 84-quater of the Consob Issuers' Regulation.

Corporate Governance Report: The report on corporate governance and ownership structure that companies are required to prepare and publish pursuant to Article 123-bis of the Consolidated Law on Finance.

Bylaws: The bylaws of IDN in effect as of the date of the Report.

Consolidated Law on Finance: Italian Legislative Decree no. 58 of February 24, 1998, as amended.

Total Shareholder Return (TSR): A market-based indicator that measures the total return on an equity investment, taking into account both the change in the Share price and the dividends paid on the coupon detachment date and reinvested in the share itself over a specified period of time.

Where not otherwise specified, the CG Code's definitions of **directors, executive directors, independent directors, significant shareholder, chief executive officer (CEO), board of directors, control body, business plan, concentrated ownership company, large company, sustainable success, top management shall be used by reference**.

01. LETTER FROM THE APPOINTMENTS AND REMUNERATION COMMITTEE

Dear Shareholders,

As members of the Appointments and Remuneration Committee of Industrie De Nora, we are pleased to present to you the Annual Report on the remuneration policy and fees paid for the year 2024 (the "**Report**").

In the three-year period that will end with the Shareholders' Meeting called to approve this Report, and that began with IDN's listing on the stock exchange, we have worked continuously to improve the Report, paying close attention to best practices and giving the utmost consideration to the feedback received from investors.

The Shareholders' Meeting recognized the commitment to this continuous improvement process and expressed its approval with 93% of votes in favor of both Sections.

In line with this approach, in defining the Remuneration Policy, explained in Section I of this Report and submitted for your review, the Committee first took into account the dialogue held with shareholders and stakeholders during the year. It also supported the integration into the variable remuneration system of the ESG targets set forth in the new Sustainability Plan presented to the market on December 14, 2024. This is in order to align the interests of management with those of the shareholders and other stakeholders, in line with the Company's sustainability strategy and with the guidelines of the Corporate Governance Code, aimed at pursuing sustainable success.

The Committee's efforts have also focused on providing an even clearer and more effective representation of the pillars on which the Group's Remuneration Policy is based, providing evidence on how the latter is strongly linked to the broader corporate strategy, to the development of people and, as mentioned above, to the Group's ESG targets.

Therefore, the Report was expanded with more detailed information relating, in particular, to:

- EMBO, with *ex-post* disclosure of the Chief Executive Officer's short-term incentive results and details of the ESG target;
- Update of the vote of the last Shareholders' Meeting;
- Update of the indicators relating to Gender Pay gap and Pay Ratio;
- ESG, with reference to the Sustainability Plan recently approved by the Company;
- Table showing the evolution of the CEO's remuneration in relation to the company's performance.

The governance and control mechanisms put in place by the Company to guarantee the transparency and fairness of the decision-making processes on remuneration have also been clarified.

The Remuneration Policy covered by this Report will be submitted for approval by the Shareholders' Meeting on April 29, 2025.

In substantial continuity with the previous fiscal year, through the Remuneration Policy, the Company has remodeled the targets of an economic-financial nature provided for the variable remuneration referable to the corporate population that benefits from it, and launched the third cycle of the "Performance Share Plan 2024-2025," which provides a long-term time horizon aimed at incentivizing the alignment of performance with the interests of Shareholders.

In thanking you for your attention to this Report, we hope that you will appreciate the joint efforts of the management and the Committee to achieve continuous improvement, and that this Report will receive with your full approval at the Shareholders' Meeting.

Good job everyone,

Elisabetta Oliveri
Maria Giovanna Calloni
Mario Cesari

02. EXECUTIVE SUMMARY

Pay Element	Purpose
Base Salary	Fixed remuneration commensurate with the role held, skills and professionalism, also with a view to motivation and retention
MBO	It incentivizes the achievement of annual corporate objectives consistent with the business objectives set by the Board of Directors
PSP	Through the medium-long-term variable component of remuneration, called Performance Shares Plan (PSP), De Nora intends to: • promote the creation of sustainable value for shareholders through management engagement; • align the interests of individual beneficiaries with those of the Group and stake-holders through the development of a common vision; • retain the Group's top management.
Pay mix	

Implementation	Values
Fixed remuneration is analyzed and, if necessary, reviewed annually and compared to similar market levels based on the previous year's performance.	Chief Executive Officer: Euro 850,000 (sum of Base Salary and remuneration for the position of Executive Director) Key Executives (KEs): commensurate with role, responsibilities and delegated authority.

Through an annual objectives sheet
Pre-requisite: Positive Consolidated Net Profit

Threshold:

Threshold	CEO	CFO	Other Corp. CO	ET CO	WT CO	ETr CP
Positive net Consolidated Profit	✓	✓	✓	✓	✓	✓
Minimum Group Consolidated EBITDA Target	✓	✓	✓			
Minimum BU EBITDA Target				✓	✓	✓

Objectives	CEO	CFO	Other Corp. CO	ET CO	WT CO	ETr CP
Group EBITDA (threshold condition)	40	30-40	25-30	10-20	10-20	10-20
Financial Objectives	20	10-30	20-30	50-75	60-80	50-75
ESG	20	10-20	10-20	10-20	10-20	10-20
Functional / Individual targets	-	-	25-40	-	-	-

Chief Executive Officer: 80% of fixed remuneration
KEs: as a variable percentage of between 25% and 60% of fixed remuneration, depending on role, responsibilities, and specific skills

Payout Metrics (CEO and KEs):

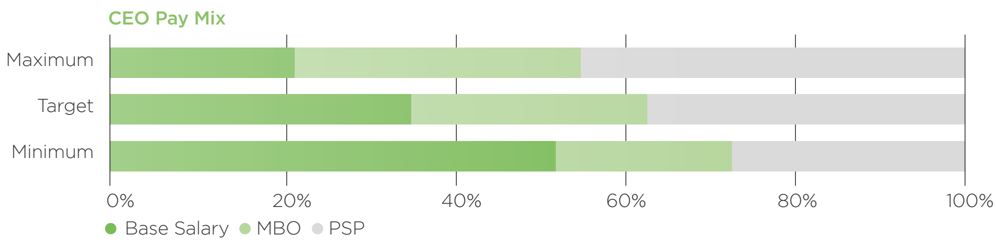
Objective	Weight	Min	Target	Max
Group EBITDA	40%	Budget Target -10%	Budget Target	Budget Target +10%
Group Total Revenues	20%	Budget Target -3.5%	Budget Target	Budget Target +3.5%
Group Operating Cash Flow	20%	Budget Target -10%	Budget Target	Budget Target +10%
ESG	20%		Mix Target	

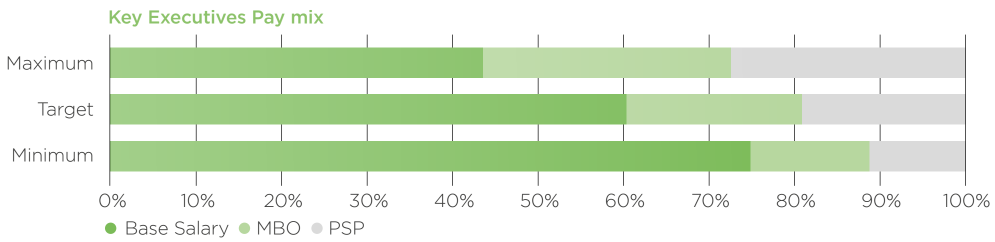
Rolling Performance Shares plan, 3-year vesting period + 24 months lock up of 20% of shares.

Objectives:

Target	Weight
EBITDA	40%
Operating Cash Flow	30%
TSR - Relative	10%
ESG	20%
Total	**100%**

Chief Executive Officer: 110% of fixed remuneration
KEs: as a variable percentage of between 30% and 65% of fixed remuneration, depending on role, responsibilities, and specific skills





03. INTRODUCTION

This Report, prepared in accordance with applicable legislation and regulations, and approved, on the proposal of the Appointments and Remuneration Committee, by the Board of Directors on March 18, 2025, consists of:

Section I

- Industrie De Nora S.p.A.'s ("IDN" or the "Company" or the "Issuer") policy for the year 2025, on the remuneration of the members of the Board of Directors, the Board of Statutory Auditors and the Key Executives (the "Policy") specifying how it responsibly contributes to corporate strategy, the pursuit of long-term interests and the sustainable success of the Company;
- procedures used for the adoption and implementation of this Policy and the bodies involved.

Section II

- The representation of the items that make up the remuneration, including payments envisaged in the event of termination of office or termination of the employment relationship, highlighting their consistency with the Company's remuneration policy relating to the 2024 financial year; and
- an analytical illustration of the remuneration paid in the 2024 financial Year for any reason and in any form by IDN and its subsidiaries or associates, reporting any components referable to activities carried out in financial years prior to the 2024 financial year and highlighting the fees to be paid in one or more subsequent financial years in respect of the activity carried out in the relevant financial year, possibly indicating an estimated value for components that cannot be objectively quantified in the financial year;
- nominatively, with reference to the members of the Board of Directors and Board of Statutory Auditors and in aggregate form, except as provided for in the Issuers' Regulations, for Key Executives; as well as
- an assessment of how IDN took into account the vote expressed the previous year in the second section of the report on remuneration relating to the 2023 financial year.

The Policy described in the first section of the Report was substantially in line with the recommendations on remuneration of the Corporate Governance Code, with which the Company complies, and with the provisions contained in the Issuers' Regulations.

The Policy described in this Report is adopted by the Company, as required by OPC, also pursuant to paragraph 9.3 of the Procedure for Transactions with Related Parties.

This Report is available at the Company's registered office and on its website at www.denora.com in the "Governance – Shareholders' Meeting" section.

04. NEW

The Policy of De Nora is in continuity with that approved in the previous year. With a view to continuous improvement guided by best practices and investors' suggestions, this Report has been expanded to include the following additional information:

- EMBO, with *ex-post* disclosure of the Chief Executive Officer's short-term incentive results and details of the ESG target;
- New EMBO 25;
- New long-term Performance Share Plan PSP 2025-2027;
- Update of the vote of the last Shareholders' Meeting;
- Update of the indicators relating to Gender Pay gap and Pay Ratio;
- ESG, with reference to the Sustainability Plan recently approved by the Company;
- Table showing the evolution of the CEO's remuneration in relation to the company's performance.

SECTION I: REMUNERATION POLICY 2025

05. GOVERNANCE MODEL

5.1 Bodies and parties involved in the preparation, approval and possible revision of the remuneration policy, positions, bodies and parties responsible for the correct implementation of this policy

In compliance with regulatory and statutory provisions and in line with the Company's governance model, the procedure for the preparation, approval and possible revision of the Remuneration Policy requires the involvement of the Appointments and Remuneration Committee, the Board of Directors, the Board of Statutory Auditors and the Shareholders' Meeting.

The Board of Directors and the Appointments and Remuneration Committee are responsible for the correct implementation of the Remuneration Policy, when carrying out the following tasks.

The remuneration of Directors vested with special offices is set by the Board of Directors, in line with the Remuneration Policy, after consulting the Board of Statutory Auditors, subject to the opinion and preliminary work from the Appointments and Remuneration Committee and, within the limits of the overall remuneration set by the Shareholders' Meeting pursuant to Art. 2389, paragraph 3, of the Italian Civil Code and Art. 22.2 of the Bylaws.

Shareholders' Meeting

The Shareholders' Meeting, with regard to the issues covered in this Report:

- At the time of appointment and for the entire term of office, it determines the total remuneration of the Directors, including those holding special offices, and the remuneration of the Statutory Auditors;
- casts its non-binding vote on the first section of the Report on the remuneration policy and fees paid by the Company, pursuant to Art. 123-ter, paragraphs 3-bis and 3-ter of the Consolidated Law on Finance;
- casts its advisory and non-binding vote on the second section of the Report on the remuneration policy and fees paid by the Company, pursuant to Art. 123-ter, paragraph 6 of the Consolidated Law on Finance;
- decides on any remuneration plans based on financial instruments intended for Directors, employees (including Key Executives) and collaborators, pursuant to Art. 114-bis of the Consolidated Law on Finance.

Board of Directors

The Board of Directors has the exclusive and non-delegable competence to define and approve the Remuneration Policy, on the basis of the proposal formulated by the Appointments and Remuneration Committee.

Pursuant to current legislation and regulations and the Bylaws, the Board of Directors, with regard to remuneration, with the support of the Appointments and Remuneration Committee:

- determines the remuneration of the Directors, including those vested with special offices, in compliance with the Bylaws and within the limits of the overall remuneration of the Directors established at the Shareholders' Meeting, after hearing the opinion of the Board of Statutory Auditors;
- frames the objectives and approves the Company results for the incentive plans to which the determination of the variable remuneration of the Chief Executive Officer is connected;
- approves the general criteria for the remuneration of the Key Executives;
- endorses and approves the Remuneration Report, to be voted on by the Shareholders' Meeting, binding with regard to Section One and advisory with regard to Section Two;
- defines the remuneration plans based on financial instruments, to be submitted to the vote of the Shareholders' Meeting.

It should be noted that all Directors concerned abstain from participating in the discussions relating to their own remuneration.

The following table shows the members of the Board of Directors in office as at the Report date:

Board of Directors	
Federico De Nora	Chairperson of the Board of Directors (*)
Paolo Enrico Dellachà	Chief Executive Officer (**)
Paola Bonandrini	Non-Executive Director
Maria Giovanna Calloni	Non-Executive Director (***)
Mario Cesari	Non-Executive Director
Alessandro Garrone	Non-Executive Director (***)
Michelangelo Mantero	Non-Executive Director
Giorgio Metta	Non-Executive Director (***)
Elisabetta Oliveri	Non-Executive Director (***)
Anna Chiara Svelto	Non-Executive Director (***)
Giovanni Toffoli	Non-Executive Director (***)
Stefano Venier	Non-Executive Director

(*) Director with powers pursuant to art. 2381 of the Italian Civil Code.
(**) Executive Director.
(***) Independent Director pursuant to Arts. 147-ter, paragraph 4, and 148, paragraph 3, of the Consolidated Law on Finance and Art. 2 of the Corporate Governance Code.

For more information on the Board of Directors, please refer to the Company's Bylaws available on the website www.denora.com in the "Governance – Documents and Procedures" Section and to the Corporate Governance Report approved by the Board of Directors at the meeting of March 18, 2025, published at the same time as this Report and available on the same website in the "Governance – Shareholders' Meetings" Section".

Appointments and Remuneration Committee

The Board of Directors appointed the Appointments and Remuneration Committee on March 9, 2022, effective subject to the Trading Start Date. The duties, powers and operating rules of the Appointments and Remuneration Committee are governed by the relevant regulation, approved by the Board of Directors at the same meeting. The Committee will remain in office until the approval of the financial statements for the 2025 financial year, and is composed of the following Directors:

Appointments and Remuneration Committee	
Elisabetta Oliveri	Non-Executive and Independent Director – Chairperson
Maria Giovanna Calloni	Non-Executive and Independent Director
Mario Cesari	Non-Executive Director

In compliance with the provisions of the Corporate Governance Code, the Appointments and Remuneration Committee is composed of Non-Executive Directors, the majority of whom are independent, and is chaired by an Independent Director. At least one member of the Appointments and Remuneration Committee has adequate knowledge and experience in financial matters or remuneration policies. In this regard, the Board of Directors at the meeting of March 9, 2022, deemed that all members of the Appointments and Remuneration Committee met this requirement.

The Appointments and Remuneration Committee is assigned the following duties:

- assisting the Board of Directors in defining the optimal composition of the management body and its committees and in the self-assessment activities of the management body and its committees;
- assisting the Board of Directors in identifying candidates for the office of Director in cases of co-optation in accordance with the Company's By-laws;
- supporting the administrative body in the preparation, updating and implementation of any plan for the succession of the Chief Executive Officer and the other Executive Directors, as well as in activities that involve ascertaining the adequacy of the procedures for the succession of Key Executives;
- assisting the Board of Directors in defining the remuneration policy for Directors and Key Executives;
- periodically assessing the adequacy, overall consistency and practical application of the Remuneration Policy for Directors and Key Executives;
- submitting proposals or expressing opinions to the Board of Directors on the remuneration of Executive Directors and other Directors who hold particular offices as well as on the setting of performance objectives related to the variable component of this remuneration, monitoring the application of the decisions adopted by the Board of Directors and the actual achievement of performance objectives;
- expressing an assessment on particular and specific issues for which the Board of Directors has requested its examination.

The Appointments and Remuneration Committee expresses its opinion also on the determination of the remuneration of the head of the Internal Audit function, as proposed by the Audit, Risk and ESG Committee and subsequently submitted to the Board of Directors.

No Director takes part in the meetings of the Appointments and Remuneration Committee in which the proposals to the Board of Directors relating to his/her own remuneration and the decisions relating to the remuneration of the members of the Appointments and Remuneration Committee have been put forward.

The Appointments and Remuneration Committee has the right to access information relating to corporate functions and structures, ensuring suitable functional and operational links with them for the performance of its duties. The Appointments and Remuneration Committee may make use of external consultants, at the Company's expense, and in any case within the limits of any budget approved by the Board of Directors, subject to verification that these consultants are not in situations that actually compromise their independence of judgement and, in particular, do not provide the P.Or.SC.H. function, Directors or Key Executives with services of such significance as to concretely compromise their independence of judgement.

During the Financial Year, 12 meetings of the Appointments and Remuneration Committee were held with a total attendance of 97% of its members.

The Appointments and Remuneration Committee meetings were attended by the majority of the members of the Board of Statutory Auditors.

No. of Meetings held	Average Meeting Duration	Equity investment percentage
12	1h20	97%

Quarter	Main Topics
Q1	1. Definition of EMBO objectives for the CEO and KEs 2. Approval of the Company's second Remuneration Report 3. Definition of CEO's panel of peers and salary review 4. Replacement approval of CFO
Q2	1. Approval of the 2023 MBO final assessment for CEO and KEs 2. The final assessment of the 2023 MBO of the Internal Audit and the assignment of 2024 MBO were a positive development
Q3	1. The appointment and remuneration package of a new KE was a positive development 2. The concrete application of the remuneration policy was a positive development 3. The proposal to revise the PSP long-term incentive plan was approved 4. Approval of the Contingency Plan for the CEO
Q4	1. The self-assessment process of the Board of Directors was approved 2. The assessment of the Remuneration Report with a view to continuous improvement was a positive development 3. Approval of the D&I Policy

For more details on the role played by the Appointments and Remuneration Committee, please refer to the Corporate Governance Report approved by the Board of Directors at the meeting of March 18, 2025, published at the same time as this Report and available on the Company's website in the "Governance – Shareholders' Meetings" Section.

Board of Statutory Auditors

The Board of Statutory Auditors, in office at the date of the Report, was appointed by the Shareholders' Meeting of March 22, 2022, and shall remain in office until the approval of the financial statements for the 2024 financial year. The Board of S tatutory Auditors is composed as follows:

Board of Statutory Auditors	
Marcello Del Prete	Chairperson of the Board of Statutory Auditors
Guido Sazbon	Standing Auditor
Beatrice Bompieri	Standing Auditor
Pierpaolo Giuseppe Galimi	Alternate Auditor
Gianluigi Lapietra	Alternate Auditor
Raffaella Piraccini	Alternate Auditor

The Chairperson of the Board of Statutory Auditors (or another statutory auditor designated thereby) participates in the work of the Appointments and Remuneration Committee; the other statutory auditors have the right to participate.

With regard to remuneration, the Board of Statutory Auditors expresses its opinion on the proposals for the remuneration of Directors vested with special offices pursuant to Art. 2389, paragraph 3 of the Italian Civil Code.

Other Functions

Other functions that are involved in various capacities in the definition and subsequent verification of the correct implementation of the Policy are People, Organization, Social Communication & Happiness (P.Or.SC.H), Legal & Compliance, the Management, Finance and Control (MFC) function, as well as, from time to time, any other persons whose presence may assist for the better performance of the Appointments and Remuneration Committee's functions.

Any independent experts involved in the preparation of the remuneration policy

When preparing the Remuneration Policy, the Company made use of the support of independent external consultants to review the fixed and variable components of remuneration, in line with market best practices.

The Company also consulted with Willis Towers Watson for the analysis of the main normal practice in terms of information provided to the market as part of the Remuneration Report and the representation methods adopted by comparable companies.

5.2 Conflicts of interest

The Company has adopted a procedure for the regulation of transactions with related parties ("**RPT Procedure**") pursuant to the regulation adopted by CONSOB with decision no. 17221 of March 12, 2010, as subsequently amended with decision no. 21624 of December 10, 2020 (the "**RPT Regulation**"), approved by the Board of Directors on July 5, 2022, as subsequently amended.

For more details, please refer to the Corporate Governance Report approved by the Board of Directors at the meeting of March 18, 2025, published at the same time as this Report and available on the Company's website in the "Governance - Shareholders' Meetings" Section.

06. PURPOSE, PRINCIPLES AND DURATION OF THE REMUNERATION POLICY

6.1 Purpose and principles

In line with the adopted governance model and the Corporate Governance Code, the Company develops and implements a Remuneration Policy aimed at attracting, motivating and retaining people with the professional qualities and soft skills required to perform their role effectively and contribute to the achievement of IDN's objectives. The Remuneration Policy, which aims to achieve a balance between the fixed and variable component, is designed to align the interests of management with those of the shareholders, taking also into account the interests of the Company's other relevant stakeholders, in order to pursue sustainable success.

The Policy is therefore aimed at:

(i) incentivizing the creation of value by aligning the interests of management with corporate strategies, by linking individual performance with the Company's performance;

(ii) ensure the correct development, implementation, review and monitoring of the remuneration and incentive systems, ensuring that the remuneration systems referring – in particular – to the Chief Executive Officer and Key Executives contribute to the pursuit and achievement of the corporate interests in the medium-long term, sustainable success and adequate risk management, through the promotion of actions and behaviors that correspond to the values and culture of the Company, in compliance with the principles of equal opportunity, enhancement of people's knowledge and professionalism, fairness, respect for diversity and integrity;

(iii) guaranteeing a transparent remuneration and incentive system aimed at attracting, motivating and retaining key people with the skills and characteristics necessary to achieve sustainable success, rewarding individual results and the quality of professional contribution, in compliance with applicable national and company laws as well as collective bargaining;

(iv) ensuring the weighted management of risk, through the constant monitoring of the effectiveness of the remuneration and incentive systems, linking the remuneration policy to the achievement of economic/financial objectives, environmental, social sustainability and governance (known as "ESG"), and the development of individual and team activities and responsibilities, defined with a view to harmoniously pursuing medium-long term results within the framework of the corporate strategy and the business plan in place.

In defining the remuneration Policy, the Board of Directors takes into account the following principles:

1. balance between the fixed and variable component consistent with the strategic objectives and risk management of the Company, providing in any case that the variable part accounts for a significant part of the overall remuneration;

2. performance objectives, to which the disbursement of the variable, measurable, challenging but achievable components are linked in a significant part to a medium-long term horizon, in line with the strategic objectives of the Company and aimed at promoting its sustainable success, including ESG parameters;

3. adequate vesting period – with respect to the time of vesting – for the disbursement of the medium-long term component;
4. contractual arrangements that allow the Company to request the return, in whole or in part, of variable components paid (or to withhold vested sums), determined on the basis of data later revealed to be manifestly incorrect and other specific circumstances identified by the Company (Clawback clauses).

The Policy takes into account the votes and assessments expressed by the Shareholders during the Shareholders' Meeting of April 24, 2024, as well as the indications expressed in the context of the dialogue with the shareholders, which the Company carries out in accordance with its Policy for the Management of Relations with Shareholders and the Financial Community.

In this regard, it should be noted that during the 2024 financial year, IDN conducted engagement activities with institutional investors and proxy advisors, with the aim of reviewing the considerations expressed by the latter with reference to its Policy.

6.2 Duration

The Remuneration Policy remains in force up to a maximum of three years (until approval of the financial statements for the year ended December 31, 2027) and in any case until the approval of a new Policy for the subsequent period. The Appointments and Remuneration Committee annually verifies the adequacy of the Remuneration Policy and, where necessary, formulates proposals for amendments.

6.3 Policy and employees

The Remuneration Policy is based on tools and criteria applicable to the entire Company workforce, aimed at attracting, motivating and retaining people with the professional and human qualities necessary to contribute to the Group's strategy and to the achievement of its long-term interests and objectives, including the sustainable development of the Group.

The definition of the remuneration of the Company's employees takes into consideration criteria such as the comparison with the external market and the fairness within the company, meritocracy, the role and responsibilities assigned, as well as distinctive skills, always with a view to maximum objectivity, avoiding any form of discrimination.

The remuneration of employees in managerial positions consists of a fixed component, defined according to the criteria mentioned above, and a variable component, aimed at rewarding the achievement of specific economic-financial and sustainability objectives, also compared with the market best practices.

The Policy is designed to attract, motivate and retain highly qualified professionals who can make a significant contribution to the Group's long-term strategy and objectives, including those related to sustainable development.

The definition of the remuneration takes into consideration criteria such as the comparison with the external market, internal equity, meritocracy, role and responsibilities. Every decision is made with the highest level of objectivity and distinctive skills in order to avoid any form of discrimination.

For employees in managerial positions, the remuneration includes a fixed component, determined in accordance with the above criteria, and a variable component. The latter is designed to recognize the achievement of specific economic, financial and sustainability objectives in line with market best practices.

07. CLAUSES FOR MAINTAINING FINANCIAL INSTRUMENTS IN THE PORTFOLIO AFTER THEIR ALLOCATION

For the sake of completeness, it should be noted that the Chief Executive Officer and some Key Executives are bound by a lock-up commitment on the ordinary shares assigned under the 2021 MIP Plan, which was exhausted at the date of this Report.

This commitment, according to the terms and conditions set out in the Plan, will end in 2025.

Further provisions for maintaining financial instruments in the portfolio after their allocation are included in the long-term share incentive plans (Performance Share Plans).

08. SUSTAINABILITY IN DE NORA

Sustainability is an integral part of the De Nora's business model, due to the ongoing commitment to technological innovation that has characterized the Group's development since its inception. Research and development of innovative technological solutions over time, while aiming to meet the needs of customers and target markets, has actually also pursued environmental sustainability targets: improving the energy efficiency and durability of its solutions, and promoting circular business and production models. Attention and care for the people involved in the company have also always been part of the group's *modus operandi*, embodying principles of sustainability.

Against this background, in December 2023 De Nora outlined and approved its Sustainability Strategy and related Plan to 2030 integrated into the Industrial Plans, making a conscious commitment to value creation and progressive generation of positive impacts along the entire value chain.

As a leader in most of the industrial segments in which it operates, De Nora's ambition is to also play a leading role in some specific sustainability topics, close to and integrated into its business model, and in particular Green Innovation and the Circular Economy, while aiming to improve the environmental impact of its operations.

The Group is committed to the development of sustainable technologies that promote economic growth through careful management of natural resources, circularity, and the use of clean energy. De Nora is committed to fostering a stimulating and inclusive work environment and to supporting and engaging the local communities in which it operates, progressively aiming for sustainable supply chain management.

De Nora is also committed to conducting its business in an ethical and transparent manner, supported by sound governance in line with international best practices.

The Group's sustainability strategy is based on four pillars managed through structured governance that ensures ethical conduct and transparency.

Green Innovation

De Nora is actively committed to the development of technological innovation, constantly searching for new solutions to improve the efficiency and sustainability of its products, aiming to contribute to value creation accompanied by a reduction in the environmental impact of its customers and end markets, and contributing positively to the SDGs targets as described below. Technological innovation affects all solutions offered by the Group's different business units from the Electrode Technologies segment to the Water Technologies segment up to Energy Transition.

By integrating a circular design, Life Cycle Assessment (LCA) principles, product scorecards and optimized use of noble metals, the Group actively contributes to developing solutions with low environmental impact and promoting this vision throughout the organization. The initiatives envisaged by the plan in this area aim to establish the company activities as a best practice in the sector and allow De Nora to position itself among the reference players in green innovation.

During 2024 in particular, the Group introduced the Circular Design Guidelines, i.e., guidelines for sustainable product development, into the processes of the R&D department, with respect to which training courses were also conducted for research laboratory personnel. The chart below shows, in summary, the key factors of these guidelines: the outer circle shows the stages of the product life cycle: from material selection, to manufacturing, to use, and finally to end-of-life management. The internal circle sectors indicate the five pillars of the guidelines, applicable to one or more stages of the product life cycle. Each of the five pillars is assigned a specific KPI. These guidelines will be used to evaluate all projects developed by R&D activities, verifying the effective application of these principles on new products.

In addition, the structure of the product Sustainability Scorecards, documents that will represent identity cards mainly in terms of the climate and environmental impact of De Nora's technologies, was defined during 2024. These Scorecards will be applied progressively over the next few years to all Group products, starting with new ones, and will be subject to disclosure to key stakeholders in addition to being useful tools for evaluating subsequent product innovations. Scorecard information will include LCA-type and circularity indicators, mapping of hazardous and critical substances, and indicators on product durability and reusability, among others. The scorecards will also highlight possible positive impacts of the technologies offered by De Nora, such as, for example, the potential decarbonization of certain production processes resulting from products supplied under Energy Transition and the disinfection and treatment of water for drinking or industrial use.

Activities related to green innovation form the basis of the Group's handprint, enabling its customers to increase their energy efficiency, decarbonize hard-to-abate processes, and treat, disinfect, and filter water while ensuring its safe and circular use.

Climate Action and Circular Economy

While the Green Innovation pillar represents the Group's handprint, i.e., the ability to contribute positively to the preservation of the planet and the sustainable use of resources (such as water), the Climate Action and Circular Economy pillar represents De Nora's commitment to manage and reduce its footprint, i.e., the environmental impacts of its operations, mainly through decarbonization and circularity initiatives of its production processes.

With reference to decarbonization of production activities, the Plan includes greenhouse gas emission reduction targets in line with the 2030 agenda, which have obtained validation by Science Based Target initiative (SBTi) in early 2025.

The circular economy is promoted by strengthening sustainable business models along the entire value chain, minimizing waste, optimizing the use and reuse of strategic raw materials such as noble metals, and promoting the circular use of the planet's water resources with its broad portfolio of technological solutions dedicated to water filtration and disinfection.

People: Inclusion, wellbeing beyond H&S topics and continuous development

De Nora has always taken a holistic approach to employee well-being, identifying mental health as a top priority along with physical health protected by health and safety measures. The plan calls for the development of comprehensive solutions and the consolidation of those already in place, including surveys, training programs, hotlines, psychological counters, health insurance and in-house medical services. Multiculturalism and diversity are strategic resources that De Nora promotes by continuously pursuing best practices to ensure equal opportunities, and respect for diversity and inclusion, against any form of discrimination.

Engagement of local communities, partnerships and development of a sustainable supply chain

The plan sets out to strengthen the development of partnerships with technical institutes and universities, and the relations with local communities. In this regard, De Nora has always been actively involved in projects in line with its values, including numerous charitable initiatives and community support, also involving its workforce. One of the objectives is to be able to create a network in line with its vision and dedication to ESG principles, setting up a supply chain, that ensures respect for human rights and environmental protection, for which De Nora can be a reference in the path towards the adoption of sustainable practices and growth.

The 2030 Sustainability Plan is divided into 48 initiatives:

- 12 flagship initiatives related to the Green Innovation, Climate Action and Circular Economy pillars.
- 20 initiatives defined as quick items, so named because they represent activities that had already been started at the time of the Plan's approval; these include initiatives to improve disclosure on certain issues (such as, for example, Health and Safety) and the adoption of certain policies (such as now the Human Rights policy and the DE&I policy).
- 16 cross-cutting initiatives across strategy and governance pillars.

09. REMUNERATION STRUCTURE FOR THE CHIEF EXECUTIVE OFFICER AND KEY EXECUTIVES: FIXED AND VARIABLE COMPONENTS

For the Chief Executive Officer and Key Executives, the remuneration structure is adequately balanced between a fixed component, which is commensurate with the responsibilities assigned, and a variable component, which is capped and designed to link remuneration to the defined performance with a pay mix that emphasizes the variable component.

The Chief Executive Officer remuneration is determined on the basis of a panel of companies at European level, of a similar size to that of the Group (in terms of turnover, market capitalization, number of employees) and, where possible, in a similar sector, using as the primary reference the market median constructed with this panel of peers, without prejudice to the Company's need to recruit, incentivize or motivate individuals with a particular seniority or expertise, for which the company may decide to move to the upper quartile or around it.

In consideration of the seniority and particular expertise, a review of the compensation package for the Chief Executive Officer is planned for 2025, subject to the renewal of the role as Board Member and the appointment as Chief Executive Officer of the Company, as resolved by the Board of Directors on March 18, 2025, and illustrated in the following section.

The panel of peers, built with the support of an external consultants, is as follows:

#	Company	Country
1	Brembo	Italy
2	Snam	Italy
3	Fluidra	Spain
4	Amplifon	Italy
5	Halma	UK
6	SOL	Italy
7	Landis+Gyr Group	Switzerland
8	DiaSorin	Italy
9	Soitec	France
10	Intercos	Italy
11	Biesse	Italy
12	Arcadium Lithium	Ireland
13	Rotork	UK
14	ERG	Italy
15	INFICON	Switzerland
16	Carel Industries	Italy
17	Zignago Vetro	Italy
18	Thyssenkrupp Nucera	Germany

For Key Executives, remuneration is determined on the basis of salary benchmarks provided by the independent external consultant.

9.1 Fixed component

The fixed remuneration of the Chief Executive Officer's is equal to 850,000. The fixed remuneration component for Key Executives, which is also aligned with market benchmarks, is adjusted to the position, to the technical and managerial skills of the person, and is based on:

- the position held and assigned responsibilities; and
- the weighting of the position and relative salary benchmarks shared by the independent external consultant.

For the fixed component of Key Executives, the median of the local remuneration market by type of role, role weight and geographical area is used as a primary reference, with a flexibility lever that allows it to remain in a range between the first and third quartile based on seniority, specific skills, market competitiveness for the individual position, while always safeguarding fairness in internal practices.

Variable component

The objective of the variable component is to align individual performance with the Company's short and medium/long-term objectives. It allows, on the one hand, for management decisions to be aligned with the objectives and interests of the Company and, on the other, to drive the creation of value and sustainable success in the long term. In turn, it consists of:

- a short-term component, based on an annual incentive plan (EMBO);
- a medium/long-term component, based on financial instruments linked to medium/long-term results (PSP).

Short-term variable component for the Chief Executive Officer and Key Executives (EMBO)

The short-term variable incentive is based on:

- objective and unambiguous parameters, both economic/financial and planning, strategic or individual, relating to the position;
- the results actually achieved, with a spread that rewards the extra result and, on the other hand, is gradually reduced to zero if a pre-established minimum threshold is not reached.

The percentage of short-term variable component is determined taking into account the weight of the role according to the weighting methodology of the positions adopted, the technical, managerial and professional skills of the person, the extent and nature of the specific powers assigned, as well as on the basis of the market practices with respect to both the sample of reference companies selected and the general market.

In the case of the Chief Executive Officer, the short-term incentive percentage represents 80% of fixed remuneration (understood as the sum of the remuneration deriving from the employment relationship and the remuneration as Chief Executive Officer, excluding the non-compete agreement), while for the Key Executives it varies from 30% to 60% depending on role, responsibilities and specific skills.

The Executive MBO ("**EMBO**") incentive system, applicable to the Chief Executive Officer and Key Executives, governed by a specific regulation, was shared with the Appointments and Remuneration Committee and approved by the Company's Board of Directors, most recently on March 18, 2025.

The regulation of the EMBO system defines:

- the recipients;
- the structure and weight of the objectives;
- the minimum and maximum thresholds for each objective, and the system activation thresholds;
- the criteria for determining and calculating the payout;
- the disbursement methods and rules for the right to payment.

The prerequisites for the activation of the EMBO Plan, valid for all beneficiaries, are:

- positive Group Net Profit for the reference year;
- the achievement of at least 75% of the Group's Ebitda Target.

An additional threshold is applied to "non-corporate" EMBO Beneficiaries (i.e., ET RCO and WT CO), linked to the EBITDA of the relevant department / region to which the beneficiary belongs.

Threshold	CEO	Group CFO	Other Corp CO	ET CO	WT CO	ETr CP
Positive net Consolidated Profit	✔	✔	✔	✔	✔	✔
Minimum Group Consolidated EBITDA Target	✔	✔	✔			
Minimum BU EBITDA Target				✔	✔	✔

The Board of Directors, pursuant to the "EMBO Regulation 2025" as a result of serious external situations, extremely harmful for the Company and/or its subsidiaries (e.g., pandemic, wars, etc.), has the right to suspend and/or cancel the EMBO Plan (known as safeguard clause).

The metrics and relative weights in the EMBO system for the year 2025, approved by the Board of Directors on the proposal of the Appointments and Remuneration Committee, are shown below:

% assigned to the target	CEO	CFO	Other Corp CO	ET CO	WT CO	Tr CP
Group EBITDA (threshold condition)	40	30-40	25-30	10-20	10-20	10-20
Financial Objectives (*)	40	10-30	20-30	50-75	60-80	50-75
ESG	20	10-20	10-20	10-20	10-20	10-20
Functional / Individual targets (**)	-	-	25-40	-	-	-

*The item "Financial Objectives" refers to the specific management KPIs (e.g., turnover, NFP, EBIT, order intake, etc.) identified from time to time.
** The individual objectives include objectives inherent in the characteristic management of the role, in line with the data in the business plan.

Specifically, the Chief Executive Officer has an EMBO scheme based on:

Objective	Weight	Minimum	Target	Maximum
Group EBITDA	40%	Budget Target -10%	Budget Target	Budget Target +10%
Group Total Revenues	20%	Budget Target -3.5%	Budget Target	Budget Target +3.5%
Group Operating Cash Flow	20%	Budget Target -10%	Budget Target	Budget Target +10%
ESG	20%		Mix Target	

The ESG objective is composed of the following:

Objective	Weight	Minimum	Target	Maximum
Safety	10%	2.73	2.457	1.911
%kWh renewal energy	5%	29%	31%	35%
Governance	5%	21%	23%	24%

The renewable energy target concerns the percentage of kWh of renewable energy produced/purchased out of the total energy used, starting from the actual value at the end of 2024.

The Safety objective is a value weighted at 50% of the amount of the Frequency Index (calculated as (no. of injuries/hours worked) x 106) and Severity Index (calculated as (days of absence/hours worked) x 103) the minimum of which represents the actual value at the end of 2024, increased by 10% for the target value and 30% for the maximum value.

The "Governance" objective concerns the percentage of strategic suppliers certified on the ESG platform, through the administration and approval of a specific digital questionnaire managed by an authorized external provider.

EMBO Payout

Upon exceeding the activation thresholds, if a minimum threshold of the specific target is reached, each objective provides for a payout. When this minimum threshold is exceeded, the payout will be 50% when the target of 100% is reached; in the event of maximum or higher over performance, the payout will be 200%. In the intermediate values between minimum, target and maximum achievement, the payout is determined using a linear proportionality criterion with possibly different "slopes" between minimum – target and target – maximum.

9.2 EMBO payout

EMBO reporting

The P.Or.SC.H. Function calculates, on the basis of the economic and financial values provided by the AFC function, the EMBO payout due to each EMBO Beneficiary. The payout values that emerge are then discussed and reviewed by the committee and approved, at the same time as the approval of the consolidated financial statements for the year ended December 31 of each year.

EMBO payment conditions and rules

The payment of the incentives takes place, as a rule, the month following the Shareholders' Meeting's approval of the financial statements for the financial year to which the EMBO refers.

The EMBO payout to each EMBO Beneficiary is subject to the existence of an active employment relationship with the Company or with other legal entities of the Group at the actual payout date of the bonus. In particular, the EMBO Beneficiary:

- may not benefit from any EMBO bonus in the event of termination of the employment relationship during the reference year for: voluntary resignation, retirement before June 30, waiver, transfer, consensual termination, dismissal;
- will be entitled to payment of the EMBO incentive on a *pro rata temporis* basis in the event of maternity/paternity leave, retirement after June 30 of the year pertaining to the EMBO, long-term illness (i.e., more than 180 calendar days) and unpaid leave, taken in agreement with the company and exceeding 15 calendar days.

In the event of permanent disability or death of the EMBO Beneficiary, it is at the discretion of the Board of Directors, on the proposal of the Chief P.Or.SC.H. Officer and the Chief Executive Officer, to arrange for the payment of the EMBO incentive to the Beneficiary or his/her heirs.

The Board of Directors, subject to the approval of the Appointments and Remuneration Committee, may determine the partial or total recognition of the results achieved and decide to quantify a sum to be paid as part of an employment relationship termination agreement.

For the payment of the EMBO to the Chief Executive Officer and the Key Executives, the approval of the Board of Directors is required, subject to the approval of the Appointments and Remuneration Committee.

9.3 Long-term variable component based on shares (Performance Shares Plan, PSP)

After the launch of the first three cycles of the PSP plan, the Company, given the changed market conditions and the need to keep the top management aligned, launched a new three-year PSP plan based on the free allocation of shares (Performance Shares Plan) starting in 2025 and for three rolling three-year cycles. Through the medium-/long-term variable component of remuneration, De Nora intends to:

- promote the creation of sustainable value for shareholders through management engagement;
- align the interests of individual beneficiaries with those of the Group and stakeholders through the development of a common vision;
- retain the Group's top management.

The medium-long-term incentive component:

- is linked to the Company's value creation objectives, specifically:

Target	Weight
EBITDA	40%
Operating Cash Flow	30%
TSR - Relative	10%
ESG	20%
Total	100%

- is weighted according to the results actually achieved, so as to reward the performance in line with or exceeding the objectives and, on the other hand, is gradually reduced to zero if a minimum threshold is not reached;
- focuses top management on the creation of sustainable value in the medium-long term;
- the percentage of the PSP plan for the Chief Executive Officer is 110% of the fixed remuneration, while for Key Executives it varies from 25% to 70% of the fixed remuneration, assessed on the basis of role, responsibilities and specific skills;
- has an overachievement of 200%.

The Chief Executive Officer and the Key Executives, listed below, are Beneficiaries of this system:

Chief Financial Officer	Chief Technology Officer	ET BU CEO
WT BU CEO	Chief Operating Officer	Chief MBD Officer
Energy Transition & Hydrogen Chief Officer	Chief Procurement Officer	Chief Legal Officer
Chief P.Or.SC.H. Officer		

The KPIs are achieved as follows:

- EBITDA: it represents the value of the Target Budget Cumulative Adjusted EBITDA for the three-year period with a minimum value of -10% and a maximum of +10% compared to the target;
- Operating Cash Flow: it represents the value of the Target Budget Cumulative Operating Cash Flow for the three-year period with a minimum value of -10% and a maximum of +7.5% compared to the target;
- Relative TSR: composite index weighted against panels of comparable companies by sector**;**

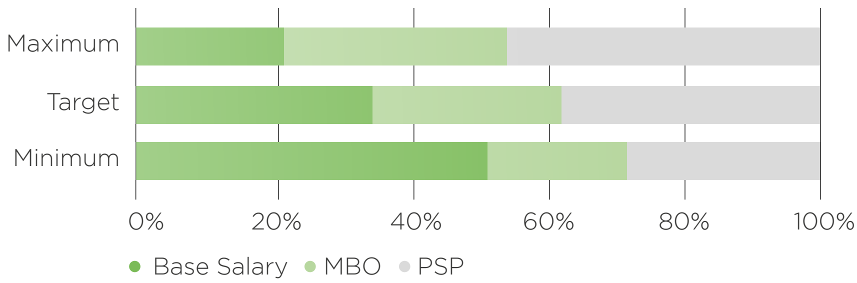
ESG: it represents the achievement of the objectives of the Company's Sustainability Plan with a minimum value of 70% of the total objectives, 80% of the objectives set as targets and 100% as the maximum.

9.4 Pay mix

The Pay mix of the remuneration of the Chief Executive Officer and Key Executives is structured as follows:

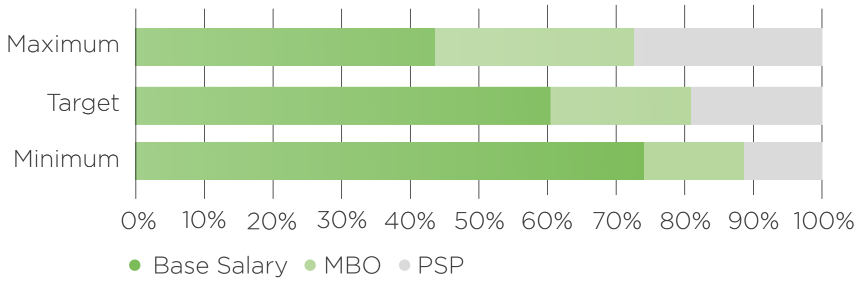
CEO Pay mix	RAL	MBO	PSP
Minimum	56%	19%	25%
Target	38%	27%	35%
Maximum	24%	33%	43%

CEO Pay Mix



DRS Pay mix	RAL	MBO	PSP
Minimum	75%	13%	12%
Target	61%	20%	19%
Maximum	44%	29%	27%

Key Executives Pay mix

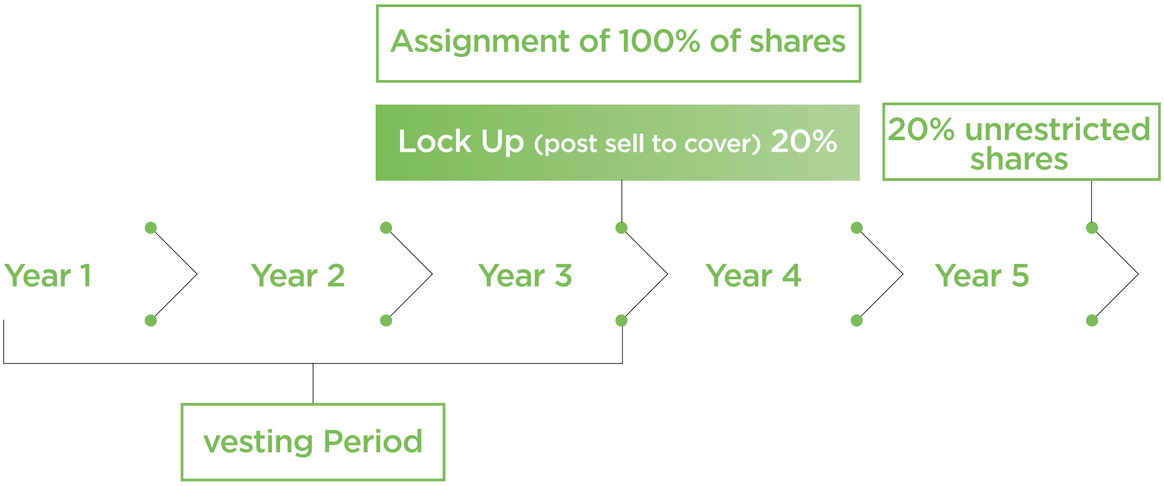


The minimum value of the Pay mix refers to the amount of the Base Salary and the achievement of the minimum performance level.

The Company aims to periodically review the pay mix produced by its remuneration system, with a view towards continuous improvement and alignment with market best practices, with the aim of discouraging excessively risk-oriented decisions and behavior. The medium-long term variable component serves the specific purpose of discouraging initiatives aimed at excessively maximizing short-term profit to the detriment of sustainable success, or the creation of long-term value.

9.5 Deferred payment systems

In line with market best practices, the medium-long term variable component is subject to a three-year vesting period. At the end of this period, 100% of the shares are assigned, based on the values achieved for each objective. Of these, 20% have a Lock Up period of 24 months, as per market best practice.



9.6 Clawback clauses

For all the variable incentives – both short and medium-long term – a Clawback mechanism is envisaged: the Company, without prejudice to the locally applicable legal limitations, may repossess all or part of the amounts paid out as incentives if they were determined on the basis of behavior that is malicious, grossly negligent or, in any case, breaching the reference regulations, or if they were obtained on the basis of data that subsequently prove to be manifestly incorrect.

The clause is activated from the moment the impropriety is identified, also following reports resulting from the audit activity.

For findings relating to individual objectives, the mechanism can be activated by the Chief Executive Officer with the support of the Group Chief P.Or.SC.H. Officer, who will also promptly inform the Appointments and Remuneration Committee.

For findings relating to the company's economic and financial parameters, the mechanism can be activated by the Board of Directors, also on the recommendation of the Appointments and Remuneration Committee, to which all information relating to the impropriety found must be sent.

9.7 Insurance, social security or pension coverage other than what is mandatory

The Company may stipulate the following insurance coverage in favor of the Chief Executive Officer, the Key Executives and other executives who hold significant managerial positions within the Group, in addition to the mandatory and supplementary coverage, with conditions and limits that can be different from time to time based on needs, which in the case of Italian Key Executives are: (i) non-professional accident insurance; (ii) IPM (permanent disability benefit) insurance; (iii) FASI supplementary health insurance extended to the family unit; (iv) reimbursement of medical expenses to supplement FASI supplementary health insurance; (iv) personalized annual check-ups (CDI); (v) Capitalization Policy. Where applicable, these policies provide for more favorable conditions than the national collective bargaining agreements for the category.

9.8 Non-monetary benefits[1]

The Remuneration Policy provides for the possibility for IDN to grant non-monetary benefits to the Chief Executive Officer and Key Executives.

With reference to non-monetary benefits, the Chief Executive Officer and the Key Executives are assigned, in addition to those envisaged by the reference National Collective Bargaining Agreement, a company car for mixed use and the option of having some social security and pension insurance coverage, supplementary to the mandatory ones (see previous paragraph).

10. EXTRAORDINARY REMUNERATION

The Company, for the purpose of efficient and sustainable management of its activities, with the aim of creating value in the medium to long term for its shareholders and stakeholders, or to ensure its ability to compete on the market, recognizes the possibility of awarding extraordinary remuneration to Directors and Key Executives.

The assumptions, which could be factored in, by way of example but not limited to, are as follows:

A. the need to encourage the entry and retention of resources with specific high-level skills and professionalism deemed necessary to achieve the Group's objectives;

B. the need to justify these figures with respect to specific KPIs that may be relevant by virtue of contingent circumstances or in the face of the occurrence of extraordinary events or transactions that significantly affect the Company's results;

C. the occurrence, at national or international level, of exogenous social and economic changes, or the occurrence of extraordinary and unforeseeable events concerning the Company and/or the sectors and/or markets in which it operates, which significantly affect the Group's economic and financial results;

D. substantial changes in the organization of business activities, both of an objective nature (such as extraordinary transactions, mergers and acquisitions of significant businesses not contemplated at the time of preparation of the Policy, sales of business units on whose activities the performance objectives were based of the Policy itself, etc.), and subjective, such as changes in the top management structure and possible identification of persons (other than Directors and Statutory Auditors) qualifying as Key Executives for the purposes of this Policy.

The Appointments and Remuneration Committee, supported by the People, Organization, Social Communication and Happiness function and at the request of the Legal Affairs & Compliance function, is the body entrusted with the task of verifying the

[1] In compliance with the recommendations included in Schedule 7-bis, Annex 3A, to the Issuers' Regulations, this section excludes stock options and additional compensation plans that envisage the assignment of shares and financial instruments, which fall under the points relating to the variable components.

presence of such circumstances and making proposals to the Board of Directors. The process also requires the intervention of the Related Party Transactions Committee in the event of changes concerning the remuneration of Directors, Statutory Auditors and Key Executives in accordance with the provisions of the RPT Procedure. In compliance with Recommendation 26 of the Corporate Governance Code, all interested parties shall abstain from participating in the meetings of the Board and in the resolutions relating to their own remuneration. For Key Executives, the disbursement is left to the assessment of the Chief Executive Officer.

Without prejudice to the foregoing, the allocation of extraordinary remuneration may be carried out through:

A. **entry bonus** aimed at compensating economic losses arising from the termination of the previous employment relationship that could jeopardize the hiring of the new resource (e.g., MBO, retention bonus, PSP, lieu of notice, etc.). These amounts must in any case be repaid in full in the event of resignation before 3 years;

B. **retention bonus** linked to the commitment to maintain the employment relationship with the Company for a specific period (up to a maximum of 3 years). In the event of termination of the employment relationship by the Beneficiary before the end of the agreement, the amounts paid in advance must be repaid in full;

C. **guaranteed variable** only for the year of recruitment, with *pro rata temporis* calculation for the months from actual employment in the Company.

Said compensation is usually envisaged to an extent not exceeding the amount of the short-term variable component, to an extent consistent with the most widespread market practices in this regard.

11. COMPENSATION FOR EARLY TERMINATION OF THE EMPLOYMENT RELATIONSHIP OR FOR ITS NON-RENEWAL AND NON-COMPETE AGREEMENTS

11.1 Compensation

The Remuneration Policy provides for the possibility for IDN to sign agreements with the Chief Executive Officer and/or Key Executives regulating ex ante the economic aspects in the event of termination of the office or termination of the employment relationship, even in advance, at the initiative of the Company or the person concerned or in the event of non-renewal. These agreements are subject to the assessment and approval of the Board of Directors, subject to the favorable opinion of the Appointments and Remuneration Committee.

These agreements must be defined in light of the reasons underlying the premature termination of the relationship. In particular, compensation may be provided for in the following cases:

A. removal of the Director from office in the absence of just cause (including cases in which the termination of the office results from the termination of office of the Board of Directors pursuant to the Bylaws or corporate transactions such as, *inter alia*, mergers, spin-offs, and demergers);

B. failure to reappoint a Director following expiry of the mandate;

C. termination of the employment relationship by the Company for objective reasons;

D. consensual termination of the employment relationship.

The compensation is paid on condition that the Chief Executive Officer or the Key Executive resigns from any position held within the Group and, if they are subject to an employment relationship in Italy, a consensual termination and a new general agreement is signed pursuant to Arts. 2113, 1975 and 1976 of the Italian Civil Code and Art. 411 of the Code of Civil Procedure.

This Policy, also for the purposes of the recommendations contained in the Corporate Governance Code, establishes as the maximum amount of the total sum payable upon termination of the relationship with the Group the monthly payments provided for by the relevant regulations and case law, as well as market practices and the provisions of applicable collective bargaining.

In line with the provisions of recommendation 31, lett. c) of the Corporate Governance Code, the Company reserves the right, in any case, to ask the Chief Executive Officer and/or the Key Executive to return all or part of any amounts paid if such amounts have been determined on the basis of data that subsequently proved to be manifestly incorrect or in the case in which the removal from office or the termination of the contract is due to the achievement of objectively inadequate results or results achieved due to behavior that caused significant loss to the Company or, in any case, as a result of fraudulent behavior or conduct involving gross negligence to the detriment of the Company.

At the date of the Report, the Company has no compensation agreements in place for the termination of the employment relationship by the Chief Executive Officer or Key Executives.

11.2 Non-compete agreements

The Remuneration Policy provides for the possibility for the Company to enter into non-compete agreements with the Chief Executive Officer, Key Executives and other employees.

At the date of approval of this Report, the employment contracts of the Chief Executive Officer, Paolo Enrico Dellachà, and the Key Executives Luca Buonerba (Chief Marketing & Business Development Officer), Ravi Menezes (Chief Operating Officer), Claudio Emilio Mantegazza (Chief Procurement Officer) and Christian Urgeghe (Chief Technology Officer) in fact require non-competition commitments from the latter.

As consideration for these commitments, the following amounts are paid, on a monthly basis for the entire duration of the employment relationship with the Company, in addition to the ordinary remuneration:

Name	Role	Non-compete agreement (Euro)
Dellachà Paolo Enrico	Chief Executive Officer	20,000
Urgeghe Christian	Chief Technology Officer	15,000
Mantegazza Claudio	Chief Procurement Officer	22,500
Buonerba Luca	Chief MBD Officer	12,395
Ravi Menezes	Chief Operating Officer	7,500

The duration of the existing non-compete agreements is equal to:

- a 3-year period following the termination for any reason of the employment relationship with the Company for the Chief Executive Officer and the Chief Marketing & Business Development Officer;
- a 2-year period following the termination for any reason of the employment relationship with the Company for the Chief Technology Officer and the Chief Procurement Officer.

These agreements envisage, *inter alia*, the prohibition on carrying out any work or professional activity that is directly or indirectly in competition with that of the Company and/or in sectors similar to the Group's activities, and the obligation to refrain from disclosing news and information to third parties relating to the organization and production methods of the Company, or from making use of them in a manner that would cause harm to the Company.

The Chief Operating Officer, Alberto Ernesto Cominelli, resigned due to retirement with effect from March 1, 2024. It should be noted that pursuant to the non-compete agreement in place with the Company, the same is bound by the non-compete commitments referred to in the aforementioned agreement for a period of 3 years following the termination of the employment relationship, i.e., until March 31, 2027. He was replaced by Ravi Menezes, formerly an employee of De Nora, after the Appointments and Remuneration Committee and the Board of Directors approved his remuneration package in accordance with the current remuneration policy.

In addition to the contracts of the Chief Executive Officer and Key Executives mentioned above, it should be noted that some contracts of other Group Managers also provide for non-compete clauses similar to those of Key Executives.

12. INSURANCE COVER OTHER THAN MANDATORY INSURANCE

As stated in the section "Non-Monetary Benefits", the benefits may include supplementary health coverage other than mandatory. It should be noted that the Company Directors and the Key Executives with powers of legal representation benefit from a D&O insurance policy taken out at Group level.

13. REMUNERATION POLICY WITH REFERENCE TO INDEPENDENT AND NON-EXECUTIVE DIRECTORS, PARTICIPATION IN COMMITTEES AND THE PERFORMANCE OF SPECIAL DUTIES

On March 9, 2022, and subsequently on June 20, 2022, the Ordinary Shareholders' Meeting of the Company resolved to set the total gross annual remuneration for the Board of Directors at Euro 1,135,000.00 and to recognize to each Director the right to the repayment of the expenses reasonably incurred in relation to his/her office, as adequately documented. Subsequently, on April 28, 2023, the Ordinary Shareholders' Meeting of the Company resolved to increase the total annual gross fixed remuneration of the Board of Directors to Euro 1,212,500.00.

The Company's Board of Directors, taking into account the total gross annual remuneration resolved by the Shareholders' Meeting as specified above, resolved the following remuneration for the Chairperson of the Board of Directors, based on the position held, for the Chief Executive Officer and for the Directors.

Chairperson of the Board of Directors
€ 400,000

Executive Director
€ 100,000

Non-Executive Directors
€ 40,000

In compliance with the recommendations contained in the Corporate Governance Code, and in view of the renewal of the Board of Directors, the Appointments and Remuneration Committee, which met on March 10, 2025, considered that the remuneration paid to Non-Executive Directors is commensurate with the professionalism and commitment required of them, assigned within the Board of Directors and the board committees, and is not linked to the economic results achieved by the Company. There is no differentiation in the remuneration of Independent Directors.

The Policy provides for the allocation of additional fixed remuneration to the Non-Executive Directors and to the Independent Directors who are part of the committees established within the Board of Directors, to adequately remunerate the additional activity and commitment made available to and for the benefit of the Company with the remuneration of the Chairperson being different from that of the members of each Committee, taking into account the role assigned to the Chairperson in coordinating the work and liaising with the Company's bodies and departments.

Strategies Committee	
Chairperson	€ 25,000
Member	€ 20,000

Appointments and Remuneration Committee	
Chairperson	€ 25,000
Member	€ 20,000

Audit, Risk and Sustainability Committee	
Chairperson	€ 25,000
Member	€ 20,000

Related Party Transactions Committee	
Chairperson	€ 22,500
Member	€ 17,500

For further information and information on the remuneration of Directors holding special offices, please refer to **Section I, Paragraph 1**.

14. COMPANIES USED AS REFERENCE FOR THE DEFINITION OF THE REMUNERATION POLICY

The Policy is also defined in consideration of continuous monitoring of market practices adopted by benchmark peers in terms of levels, remuneration systems and pay mix, with the aim of ensuring the competitiveness of the remuneration offer and allowing the Group to attract, motivate and retain key people.

The Remuneration Policy was drawn up using as a benchmark parameter also other companies listed on Euronext Milan or other regulated foreign markets, especially in Europe, which are comparable to IDN in terms of company complexity, as well as other companies operating in the same sector.

	Company	Industry	Headquarter
Italian cross-industries companies	Snam	Gas Utilities	Italy
	Amplifon	Health Care Distributors	Italy
	ERG	Indipendent Power Producers & Energy Traders	Italy
	Brembo	Auto Parts & Equipment	Italy
	De' Longhi	Household Appliances	Italy
	SOL	Industrial Gases	Italy
	Technogym	Leisure Products	Italy
	Intercos	Personal Products	Italy
International sector-specific peers	Plug Power	Electrical Components & Equipment	USA
	Chart Industries	Industrial Machinery	USA
	Pentair	Industrial Machinery	UK
	VAT Group	Industrial Machinery	Switzerland
	Evoqua	Industrial Machinery	USA
	Fluidra	Industrial Machinery	Spain

15. EXCEPTIONS

IDN disapproves of the possibility of using exceptions with respect to the issues that make up the Remuneration Policy.

However, the Company deems it appropriate that, without prejudice to the provisions of OPC, it is possible to use the derogation tool, pursuant to paragraph 3-bis of Art. 123-ter of the Consolidated Law on Finance. The Board of Directors, on the proposal of the Appointments and Remuneration Committee, subject to the approval of the Audit, Risk and ESG Committee and, where necessary, the Related Party Transactions Committee, having also consulted the Board of Statutory Auditors, may make an exception, temporarily, from the contents of the Remuneration Policy described in this Report, in the event of exceptional circumstances within the meaning of Art. 123-ter, paragraph 3-bis of the Consolidated Law on Finance such as, but not limited to:

1. substantial changes to company activities, such as sales of business units or major acquisitions;
2. sudden and unpredictable replacement of the Chief Executive Officer or a Key Executive, to quickly recruit a figure with the necessary professional skills;
3. unpredictable and extraordinary events outside the Company (e.g., wars, pandemics), which significantly affect its results.

Given this, the elements where derogations are possible are:

- fixed remuneration;
- short-term variable remuneration (EMBO) within the scope of objectives, their weight and their achievement;
- the long-term variable remuneration (PSP) within the scope of objectives, their weight, their achievement and vesting periods;
- the assignment of additional and/or different benefits with respect to those contemplated by the policy.

Any approved exceptions to the aforementioned elements of the Remuneration Policy will be disclosed in the subsequent report on the remuneration and fees paid, accompanied by the reasons that prompted the company to make provision for them.

16. REMUNERATION OF THE MEMBERS OF THE BOARD OF STATUTORY AUDITORS

Pursuant to Article 2402 of the Italian Civil Code, the remuneration of the members of the Board of Statutory Auditors is determined by the Shareholders' Meeting at the time of their appointment for the entire duration of their office on a fixed annual basis. The members of the Board of Statutory Auditors are also reimbursed for documented expenses incurred for office-related reasons.

On March 22, 2022, the Ordinary Shareholders' Meeting of the Company established the gross annual remuneration of the Board of Statutory Auditors appointed on the same date at Euro 94,500.00 gross per year, of which:

(i) Euro 40,500.00 gross per year for the Chairperson; and

(iii) Euro 27,000.00 gross per year for each Standing Auditor.

The remuneration paid for positions on the Board of Statutory Auditors is shown below.

Board of Statutory Auditors	
Chairperson	€ 40,500
Standing Auditor	€ 27,000

In compliance with Recommendation 29 of the CG Code, and in view of the renewal of the corporate bodies, the Appointments and Remuneration Committee, which met on March 10, 2025, believes that the remuneration of the statutory auditors determined by the Shareholders' Meeting of March 22, 2022 is adequate for the competence, professionalism and commitment required by the relevance of the role held and the size and sectoral characteristics of the company as well as its position.

SECTION II REMUNERATION PAID

17. INTRODUCTION

This Section shall be subject to an advisory vote by the Shareholders' Meeting called to approve the financial statements as at December 31, 2024, as required by Article 123-ter of the Consolidated Law on Finance (TUF), which provides in paragraph 6: "*Without prejudice to the provisions of [...] the Shareholders' Meeting called [...] shall resolve in favor or against Section II of the report envisaged in paragraph 4. The resolution is not binding.*"

The remuneration of members of the management and supervisory bodies is shown by name; the remuneration for other Key Executives is shown in aggregate form.

With reference to the representation of each of the items that make up the remuneration, including the payments envisaged in the event of termination of office or termination of the employment relationship, please refer to the details provided in Section I.

This Section II also contains information on the state of implementation of the incentive plan titled Performance Share Plan 2022-2024.

18. FIRST PART – REMUNERATION

18.1 Remuneration of the members of the Board of Directors

Fixed remuneration of the Directors

On March 9, 2022, and subsequently on June 20, 2022, the Ordinary Shareholders' Meeting of the Company resolved to set the total gross annual remuneration for the Board of Directors at Euro 1,135,000.00 and to recognize to each Director the right to the repayment of the expenses reasonably incurred in relation to his/her office, as adequately documented. Subsequently, on April 28, 2023, the Ordinary Shareholders' Meeting of the Company resolved to increase the total annual gross fixed remuneration of the Board of Directors to Euro 1,212,500.00.

The Company's Board of Directors, taking into account the total gross annual remuneration resolved by the Shareholders' Meeting as specified above, confirmed the setting of individual remuneration for members of the Board of Directors previously approved by the Shareholders' Meeting on March 9, 2022, and June 20, 2022, as follows:

(i) gross annual remuneration of Euro 400,000, *pro rata temporis*, allocated to the Chairperson of the Board of Directors;

(ii) gross annual remuneration of Euro 100,000, *pro rata temporis*, allocated to the Chief Executive Officer; and

(iii) gross annual remuneration of Euro 40,000, *pro rata temporis*, allocated to each additional member of the Board of Directors.

Details of the remuneration for 2024 are shown in **Table 1**.

Non-Executive Directors

In compliance with the recommendations contained in the Corporate Governance Code, the remuneration of Non-Executive Directors is not linked to the economic results achieved by the Company, but is envisaged as a fixed amount. The Non-Executive Directors and the Independent Directors who are part of committees established within the Board of Directors receive additional remuneration for the additional activity and commitment provided for the Company.

Therefore, during the 2024 financial year, the Non-Executive Directors, Independent and Non-Independent Directors received only the remuneration envisaged for the office of Director and any additional compensation envisaged for participation in the committees.

Details of the remuneration for 2024 are shown in **Table 1**.

Chairperson of the Board of Directors

In 2024, the Chairperson of the Board of Directors, Federico De Nora, received a total of Euro 420,000 as detailed below.

Fixed remuneration

The fixed remuneration for the Chairperson of the Board of Directors amounts to Euro 400,000 received from IDN.

Chief Executive Officer

In 2024, the Chief Executive Officer, Paolo Dellachà, received a total of Euro 1,559,704 as illustrated in more detail below.

Fixed remuneration

The fixed remuneration for the Chief Executive Officer, consisting of the remuneration received as an employee and the remuneration as a Director with delegated powers, amounts to Euro 770,000.

Annual variable remuneration: 2024 EMBO

Subject to the approval of the Company's financial statements on March 18, 2025, the remuneration accrued by the Chief Executive Officer in relation to the 2024 EMBO, with the current financial data, amounts to Euro 750,204, as a result of the final calculation of his objectives shown in the table below:

Goal	Weight	Min	Target	Max	Achieved	Performance Score %
Group EBIT	50%	105,416	117,129	140,554	132,386	165%
Group Turnover	15%	811,265	901,406	1,081,687	905,443	102%
Group NFP	15%	394	438	525	29,156	200%
ESG	20%	1.0	2.0	3.0	1.50	75%

Of which, for the ESG objective:

Goal	Weight	Min	Target	Max	Achieved	Performance Score %
Environmental	50%	6.0%	7.5%	9.0%	29.0%	200%
Safety	15%	2,230	1,887	1,715	2,730	0%
Governance	15%	D&I Policy				100%

It should be noted that any changes resulting from the Board of Directors' approval of the Company's Financial Statements will be adjusted in section II of the subsequent report.

Medium-long term variable remuneration (PSP)

In 2024, the Chief Executive Officer was allocated 51,709 rights to subscribe shares as part of the Performance Share Plan (PSP) for the 2024-2026 cycle.

It should be noted that as part of the PSP 2022-2024 closed cycle, at the meeting of the Board of Directors of March 18, 2025, the Chief Executive Officer was allocated a total of 37,801 rights, of which 12,600 were disbursed in the first tranche, according to the plan's procedures.

This allocation refers to the final assessment of the objectives listed in the table below:

Target	Weight	Min	Tgt	Max	Achieved	Performance Score
EBITDA	40%	50.22	80.91	111.6	129.885	200%
TSR Absolute	20%	+15.0%	+22.5%	+30.0%	-40.19%	0%
TSR Relative	20%	Median	Linear Interpolation	Q3	7.50%	0%
ESG	20%	An appropriate metric, measurement system and relative training have been implemented			100%	100%
Total	100%					100%

Benefits

Non-monetary benefits (Car) for a total value of Euro 14,500.

Members of the internal board committees

On March 9, 2022, the Board of Directors, with the approval of the Board of Statutory Auditors, resolved to:

(i) allocate the additional remuneration of Euro 65,000 to the members of the Audit, Risk and ESG Committee, of which Euro 25,000 to the Chairperson and Euro 20,000 to all other members of the committee;

(ii) allocate the additional remuneration of Euro 65,000 to the members of the Appointments and Remuneration Committee, of which Euro 25,000 to the Chairperson and Euro 20,000 to all other members of the committee; and

(iii) allocate the additional remuneration of Euro 105,000 to the members of the Strategies Committee, of which Euro 25,000 to the Chairperson and Euro 20,000 to all other members of the committee.

Subsequently, on March 10, 2024, the Board of Directors, with the approval of the Board of Statutory Auditors, resolved to:

(i) allocate the additional remuneration of Euro 57,500 to the members of the Related Parties Committee, of which Euro 22,500 to the Chairperson and Euro 17,500 to all other members of the committee.

Remuneration of the Members of the Board of Statutory Auditors

On March 22, 2022, the Ordinary Shareholders' Meeting of the Company established the gross annual remuneration of the Board of Statutory Auditors appointed on the same date at Euro 94,500 gross per year, of which:

(i) Euro 40,500 gross per year for the Chairperson; and

(ii) Euro 27,000 gross per year for each Standing Auditor.

Details of the 2024 remuneration are shown in **Table 1**.

There are no monetary and non-monetary benefits in favor of the members of the Board of Statutory Auditors.

Remuneration of Key Executives

During the 2024 financial year, Key Executives[2] received a total of Euro 4,745,862 of which:

(i) **Fixed remuneration:** Euro 3,233,168 of which Euro 1,682,095 received by employees of IDN, and Euro 1,551,073 by employees of other Group companies;

(ii) **Annual variable remuneration (2024 MBO)**: Euro 1,396,645;

(iii) **Medium-long term variable remuneration**: under the Performance Shares Plan, a total of 79,511 rights were granted to Key Executives, following the resolutions passed by the Board on October 3, 2024, subject to the favorable opinion of the Appointments and Remuneration Committee;

(iv) **Benefits**: include the car, life insurance policies, accident insurance and supplementary health coverage worth Euro 116,049.

For further information on the details of the remuneration relating to the 2024 financial year, please refer to **Table 1**.

Variable remuneration components

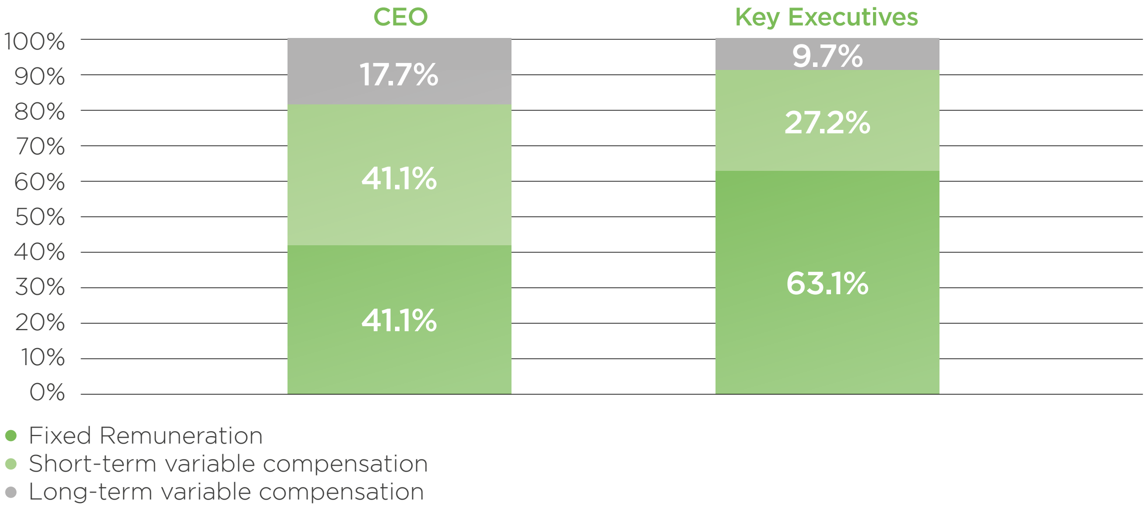
For further information on the details of the remuneration relating to the financial year 2024, please refer to the previous paragraphs and **Table 1**.

[2] As of December 31, 2024, the following role were classified as Executives with Strategic Responsibilities:CEO, Chief Financial Officer, Chief Marketing & Business Development Officer, Chief Operating Officer, Chief Regional Officer Latin America, Chief Procurement Officer, Chief P.Or.SC.H Officer, Chief Regional Officer EMEA & India, Chief Regional Officer North America, Chief Technology Officer, Water Technology Chief Executive Officer.

Pay mix

The proportion between fixed and variable remuneration of the Chief Executive Officer and Key Executives (considering the average Pay mix) during the financial year 2024 is shown below.

Pay mix 2024 (*)



(*) The proportion is calculated starting from the details of the remuneration items shown in Table 1. Section II. Fixed components are defined as: remuneration for the office, remuneration for participation in committees, non-monetary benefits, other remuneration; as variable short-term components: profit sharing, bonuses and incentives, as long-term variable components: Fair value equity compensation.

19. COMPENSATION AND/OR OTHER BENEFITS FOR TERMINATION OF OFFICE OR TERMINATION OF THE EMPLOYMENT RELATIONSHIP DURING THE FINANCIAL YEAR

During the 2024 financial year, no compensation or other benefits were paid for termination of office or termination of employment.

20. EXCEPTIONS TO THE REMUNERATION POLICY

Although the Company does not favor the possible use of exceptions to the Remuneration Policy, an exceptional circumstance arose during the Financial Year, such as the sudden and unpredictable replacement of a Key Executive (KE), as in the case of the CFO, which required the use of the exception in order to quickly recruit a person with the necessary professional skills.

Following the CFO Massimiliano Moi's intention to resign from his position in the near future, which was informally notified, the Company has taken steps to find a suitable replacement. In accordance with its succession policy, the Company carefully and primarily assessed the available internal profiles and then preferred an external candidate.

The new remuneration package for the CFO is overall below the salary benchmarks adopted by the Company as a reference. However, the need to ensure continuity of remuneration with respect to short and medium-long term variable incentive plans (MBO and LTI) at the former employer has made it necessary to make some exceptions to the Remuneration Policy, as described below:

- **80% guaranteed MBO calculated over the entire year**
  The extension of the guaranteed variable for the entire Financial Year was justified by the objective of encouraging the entry and retention of a resource with specific high-level skills and professionalism deemed necessary to achieve the Group's objectives;

- **Allocation of rights within the PSP calculated for the entire year**
  In accordance with the Policy, under which it is possible to waive the long-term variable remuneration (PSP) at the time of the assignment of rights, the new CFO has been assigned rights for the entire Financial Year;

- **Allocation of rights also for 2022-2024 and 2023-2025**
  In accordance with the Policy, under which it is possible to waive the long-term variable remuneration (PSP) at the time of the assignment of rights that the candidate would have received if they had been assigned in 2022 and 2023;

- **Entry bonus paid in shares**
  An entry bonus higher than the practice referred to in the Policy was granted in order to compensate the new CFO for economic losses arising from the termination of the previous employment relationship that could jeopardize the hiring of the new resource (specifically PSP). The entry bonus was in IDN shares, part of which will be subject to a 12-month lock-up. The entry bonus must in any case be repaid in full in the event of resignation before 3 years.

21. EX-POST ADJUSTMENT MECHANISMS OF THE VARIABLE COMPONENT

During the 2024 financial year, no ex-post adjustment mechanisms were applied to the variable components, i.e. the malus type or the Clawback return of variable remuneration.

22. VOTE CAST BY THE 2024 SHAREHOLDERS' MEETING AND ENGAGEMENT

The point of view of investors, proxy advisors and, more generally, of the recipients of the Remuneration Policy is always relevant for IDN, which constantly fosters a constructive dialogue with its stakeholders.

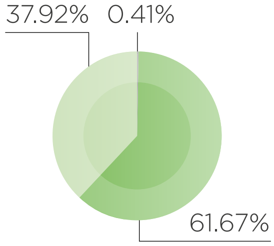
During the 2024 financial year, the main topics highlighted by the requests for engagement on remuneration concerned the levels of disclosure of the Report, as well as suggestions on specific issues that were analyzed by the Company – also with the support of the Appointments and Remuneration Committee.

On April 24, 2024, at the Shareholders' Meeting, the Remuneration Report of Industrie De Nora was approved, which obtained a broad consensus from the Shareholders, as better shown in the table below.

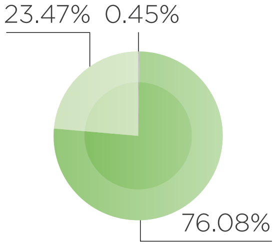
The following is a breakdown of the votes of all shareholders (left column), excluding the majority shareholders[3] (right column).

[3] The shareholders' agreement, signed on April 11, 2022, involves Federico De Nora, FDN S.p.A., Norfin S.p.A., Snam S.p.A. ("**Snam**"), and Asset Company 10 S.r.l. This agreement outlines the exercise of certain administrative and dispositive rights related to the shares held by these parties in the Company's share capital. It has been subsequently amended.

Section I % Votes



Section II % Votes



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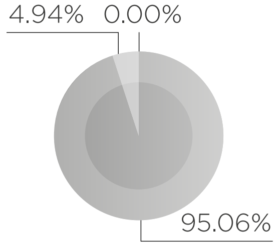

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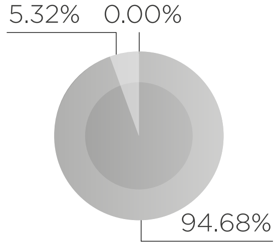

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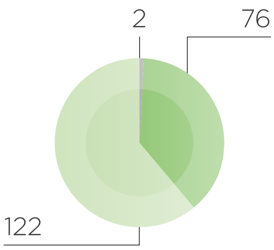

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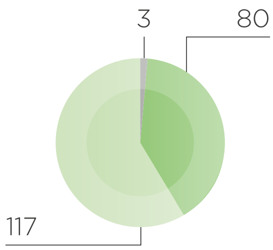

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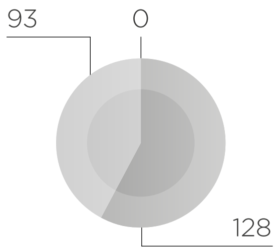

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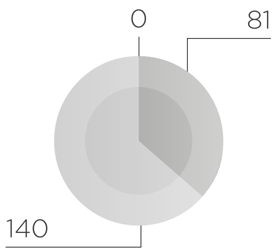
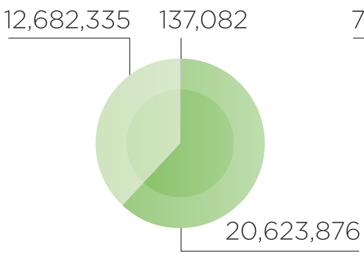


Sezione I N° of Votes



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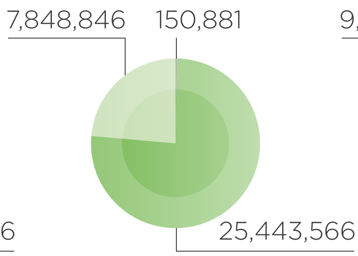

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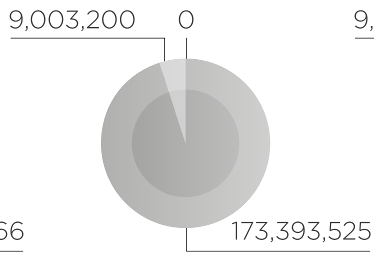

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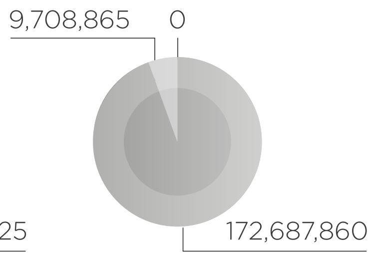

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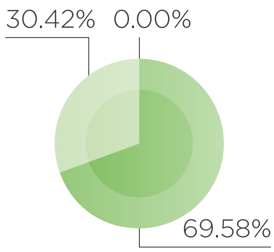

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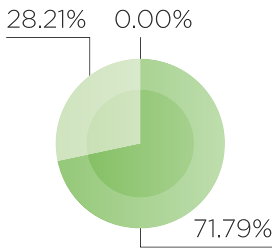

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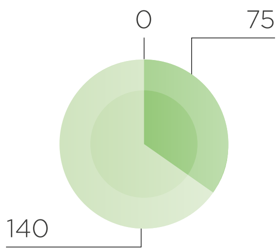

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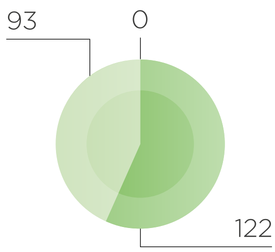

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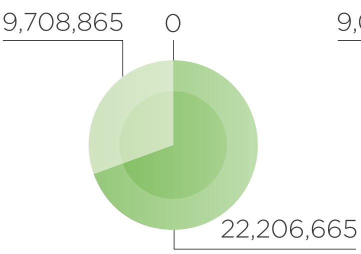

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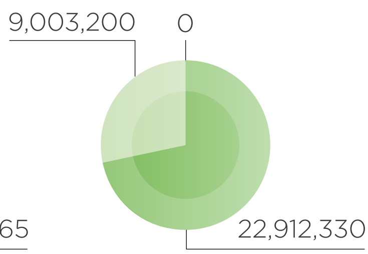


Legenda colonna sinistra

- In favor
- Against
- Abstentions

Legenda colonna destra

- In favor
- Against

23. GENDER PAY GAP, CEO PAY RATIO AND CHANGE IN REMUNERATION

The process of determining remuneration is also based on the principles of utmost transparency and non-discrimination, in order to ensure fair and competitive treatment for all staff. To establish the correct remuneration, the median references of the remuneration market for the reference role, provided by an external international provider, are used during the recruitment phase, as per best practices.

During their time with the company, each employee is subject to the salary review process each year. The process only takes into consideration the performance evaluation of the previous year (better performers are offered higher bonuses/increases), and the median level of salaries of equivalent roles in the relevant labor market (people who earn less for the same performance are granted higher bonuses/increases) to determine the correct salary for each employee.

As part of the Sustainability Plan, and as a specific target, De Nora identified a methodology for calculating and subsequent monitoring of the Gender Pay gap, in line with the principles of the EU Directive 2023/70 on Pay Transparency. This directive, which came into effect in June 2023, is to be implemented by member states by June 2026, and provides for Gender Pay gap reporting already in the CSRD starting from 2025.

De Nora decided to adopt two methodologies for calculating and monitoring the Gender Pay gap:

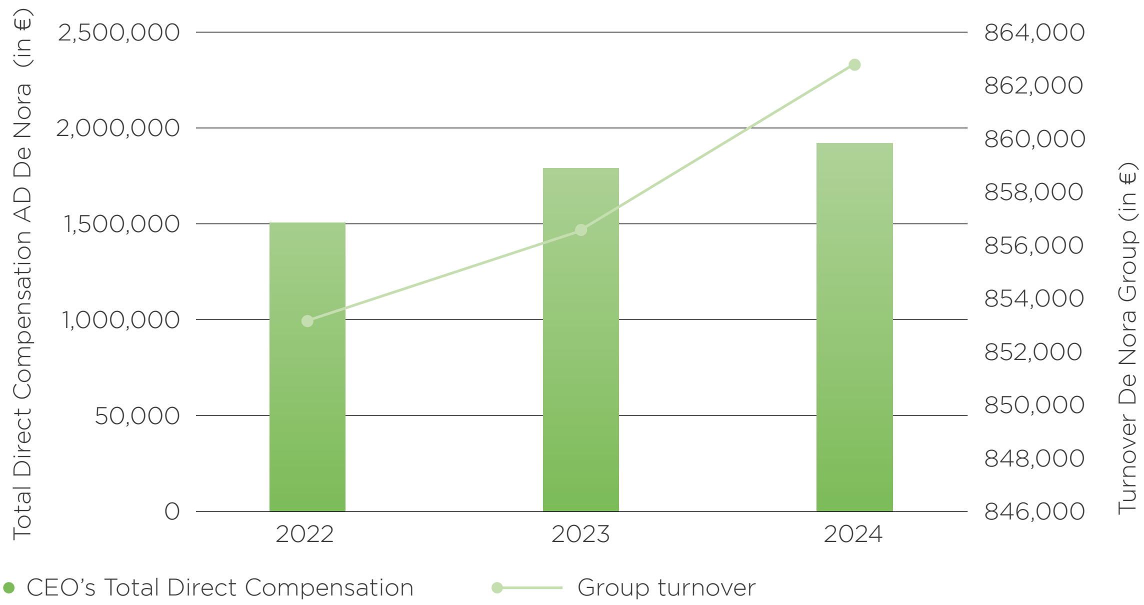
- **Average Pay gap**: This methodology measures the percentage difference between women's average pay and men's average pay by comparing the two salaries against the men's average. The formula used is as follows: **(average Men BS - average Women BS)/average Men BS**
- **Pay Equity Gap**: This methodology analyzes the pay differences between men and women in similar roles within the same organizational structure, considering the same position, rank and professional family. This calculation is carried out by dividing workers into uniform clusters:
  - Cluster 1 (average Men BS - average Women BS)/average Men BS
  - Cluster 2 (average Men BS - average Women BS)/average Men BS
  - Cluster 3 (average Men BS - average Women BS)/average Men BS
  - **The average pay gap is then weighted by the number of individuals in each role.**

Below are the figures **for 2024** according to the two calculation methodologies described:

Indicator	2024
Average Pay gap	-3%
Pay Equity gap	-2%

Moreover, the Group has calculated for 2024, as expressed in the CSRD, the ratio between the total annual remuneration (defined as the sum of the fixed remuneration and the short- and long-term bonuses based on targets) of the person receiving the maximum remuneration, i.e. the Chief Executive Officer, and the total median remuneration of all employees of the organization excluding the aforementioned person, which returns a rate of 96% (in 2023 it was 94%).

The table below shows the change in the remuneration of the Chief Executive Officer in relation to company performance.



24. SECOND PART – TABLES

The remuneration paid to the members of the Board of Directors and the Board of Statutory Auditors and to the Key Executives during the year 2024 are shown, analytically, in the following Tables.

The following Tables also show the equity investments held in the Company by the Directors, Statutory Auditors and Key Executives, in compliance with art. 84-quater, paragraph 4, of the Issuers' Regulations

Table 1 - Remuneration paid to members of the management and control bodies, general managers and other Key Executives (in €)

A	B	C	D	1	2	3		4	7	8	9	5
						Non-equity variable remuneration						
Name and surname	Office held	Period during which the office was held	Expiration of the term of office	Fixed remuneration (*) RAL+NC+ Remuneration	Remuneration for participation in committees	Bonuses and other incentives	Profit sharing	Non-monetary benefits	Other remuneration	Total	Fair value of equity remuneration	Allowance for end of office or termination of employment
Board of Directors												
Federico De Nora	Chairperson	01.01.24 - 12.31.24	04.25									
Remuneration in the company preparing the financial statements				400,000	20,000					420,000		
Remuneration from subsidiaries and affiliates												
Total				400,000	20,000	0	0	0	0	420,000	0	0
Paolo Enrico Dellachà	Chief Executive Officer	01.01.24 - 12.31.24	04.25									
Remuneration in the company preparing the financial statements				750,000	25,000	750,204	0	14,500	20,000	1,559,704		
Remuneration from subsidiaries and affiliates												
Total				750,000	25,000	750,204	0	14,500	20,000	1,559,704	0	0
Paola Bonandrini	Director	01.01.24 - 12.31.24	04.25									
Remuneration in the company preparing the financial statements				40,000	40,000					80,000		
Remuneration from subsidiaries and affiliates												
Total				40,000	40,000	0	0	0	0	80,000	0	0
Maria Giovanna Calloni	Director	01.01.24 - 12.31.24	04.25									
Remuneration in the company preparing the financial statements				40,000	42,500					82,500		
Remuneration from subsidiaries and affiliates												
Total				40,000	42,500	0	0	0	0	82,500	0	0

A	B	C	D	1	2	3		4	7	8	9	5
Name and surname	Office held	Period during which the office was held	Expiration of the term of office	Fixed remuneration (*) RAL+NC+ Remuneration	Remuneration for participation in committees	Non-equity variable remuneration		Non-monetary benefits	Other remuneration	Total	Fair value of equity remuneration	Allowance for end of office or termination of employment
						Bonuses and other incentives	Profit sharing					
Mario Cesari	Director	01.01.24 - 12.31.24	04.25									
Remuneration in the company preparing the financial statements				40,000	40,000					80,000		
Remuneration from subsidiaries and affiliates												
Total				40,000	40,000	0	0	0	0	80,000	0	0
Alessandro Garrone	Director	01.01.24 - 12.31.24	04.25									
Remuneration in the company preparing the financial statements				40,000						40,000		
Remuneration from subsidiaries and affiliates												
Total				40,000	0	0	0	0	0	40,000	0	0
Michelangelo Mantero	Director	01.01.24 - 12.31.24	04.25									
Remuneration in the company preparing the financial statements				40,000						40,000		
Remuneration from subsidiaries and affiliates												
Total				40,000	0	0	0	0	0	40,000	0	0
Giorgio Metta	Director	01.01.24 - 12.31.24	04.25									
Remuneration in the company preparing the financial statements				40,000						40,000		
Remuneration from subsidiaries and affiliates												
Total				40,000	0	0	0	0	0	40,000	0	0
Teresa Cristiana Naddeo	Director	01.01.24 - 17.04.24	04.24									
Remuneration in the company preparing the financial statements				11,868 (*)	12,610 (*)					24,478		
Remuneration from subsidiaries and affiliates												
Total				11,868	12,610	0	0	0	0	24,478	0	0
Elisabetta Oliveri	Director	01.01.24 - 12.31.24	04.25									
Remuneration in the company preparing the financial statements				40,000	42,500					82,500		
Remuneration from subsidiaries and affiliates												
Total				40,000	42,500	0	0	0	0	82,500	0	0
Annachiara Svelto (**)	Director	10.05.24 - 12.31.24	04.25									
Remuneration in the company preparing the financial statements				25,934 (*)	27,555 (*)					53,489		
Remuneration from subsidiaries and affiliates												
Total				25,934	27,555	0	0	0	0	53,489	0	0

(*) The amounts shown were calculated and reported *pro rata temporis*.
(**) Director Annachiara Svelto was appointed by co-optation by the Board of Directors on May 10, 2024, following the resignation of Director Teresa Naddeo. The same Board of Directors decided to grant Annachiara Svelto the same remuneration as the non-executive Directors (i.e., Euro 40,000.00 gross per year, paid *pro rata temporis*). Pursuant to Article 2386 of the Italian Civil Code and the Bylaws, the Director so appointed will remain in office until the next Shareholders' Meeting. Director Annachiara Svelto replaced Director Teresa Naddeo on the Committees as well.

A	B	C	D	1	2	3		4	7	8	9	5
Name and surname	Office held	Period during which the office was held	Expiration of the term of office	Fixed remuneration (*) RAL+NC+ Remuneration	Remuneration for participation in committees	Non-equity variable remuneration		Non-monetary benefits	Other remuneration	Total	Fair value of equity remuneration	Allowance for end of office or termination of employment
						Bonuses and other incentives	Profit sharing					
Giovanni Toffoli	Director	01.01.24 - 12.31.24	04.25									
Remuneration in the company preparing the financial statements				40,000	20,000					60,000		
Remuneration from subsidiaries and affiliates												
Total				40,000	20,000	0	0	0	0	60,000	0	0
Stefano Venier	Director	01.01.24 - 12.31.24	04.25									
Remuneration in the company preparing the financial statements				40,000	20,000					60,000		
Remuneration from subsidiaries and affiliates												
Total				40,000	20,000	0	0	0	0	60,000	0	0
Board of Statutory Auditors (***)												
Marcello Del Prete	Chairperson of the Board of Statutory Auditors	01.01.24 - 12.31.24	04.25									
Remuneration in the company preparing the financial statements				40,500						40,500		
Remuneration from subsidiaries and affiliates												
Total				40,500	0	0	0	0	0	40,500	0	0
Beatrice Bompieri	Standing Auditor	01.01.24 - 12.31.24	04.25									
Remuneration in the company preparing the financial statements				27,000						27,000		
Remuneration from subsidiaries and affiliates												
Total				27,000	0	0	0	0	0	27,000	0	0
Guido Sazbon	Standing Auditor	01.01.24 - 12.31.24	04.25									
Remuneration in the company preparing the financial statements				27,000						27,000		
Remuneration from subsidiaries and affiliates												
Total				27,000	0	0	0	0	0	27,000	0	0
Senior Executives (aggregate data) (****)												
Remuneration in the company preparing the financial statements				1,682,095		643,408		23,378		2,348,881	134,394	152,862
Remuneration from subsidiaries and affiliates				1,551,073		753,237		92,671		2,396,981		0
Total Senior Executives				3,233,168	0	1,396,645	0	116,049	0	4,745,862	134,394	152,862
Grand Total				4,807,970	290,165	2,146,849	0	130,549	20,000	7,395,533	214,545	152,862

(***) No remuneration is currently provided for the position of Alternate Auditor.
(****) The remuneration for two KEs was converted from USD to EUR at the exchange rate of 0.95995 as of December 31, 2024, the remuneration for one KE was converted from INR to EUR at the exchange rate of 0.01123 as of December 31, 2024, and the remuneration for one KE was converted from BRL to EUR at the exchange rate of 0.15484 as of December 31, 2024.

Table 3A - Incentive plans based on financial instruments, other than stock options, for members of the management body, general managers and other Key Executives

A	B	C	D	E	1	2	3	4	5	6	7	
			Financial instruments granted in previous years not vested during the year		Financial instruments granted during the year					Financial instruments vested during the year and not allocated		Financial instruments pertaining to the year
Surname and Name	Office held	Plan	Number and type of financial instruments	Vesting Period	Number and type of financial instruments	Fair value at grant date (euro)	Vesting Period	Grant date	Market price at grant (euro)	Number and type of financial instruments	Value on the vesting date	Fair value (euro)
Remuneration in the company preparing the financial statements												
Dellachà Paolo Enrico	Chief Executive Officer	Performance Share Plan 2024 (PSP)			51,709	323,407	01.01.24 - 12.31.26	ott-24	13.05			22,929
Dellachà Paolo Enrico	Chief Executive Officer	Performance Share Plan 2023 (PSP)	30,066	01.01.23 - 12.31.25								57,223
Senior Executives - Remuneration in the company preparing the financial statements												
		Performance Share Plan 2024 (PSP)			79,511	497,290	01.01.24 - 12.31.26	ott-24	13.05			35,257
		Performance Share Plan 2023 (PSP)	52,088	01.01.23 - 12.31.25								99,136

Table 7ter - Equity investments of members of the management and control bodies and general managers.

Surname and Name	Office held	Investee Company	Shares	No. of Shares held as of 12.31.2023	No. of Shares Purchased	No. of Shares Sold	No. of Shares held as of 12.31.2024
Federico De Nora	Chairperson of the Board of Directors	Industrie De Nora S.p.A.	Multiple voting shares	6,619,560	-	-	6,619,560
Paolo Enrico Dellachà	Chief Executive Officer	Industrie De Nora S.p.A.	Ordinary Shares	926,357	-	-	926,357
Mario Cesari	Non-Executive Director	Industrie De Nora S.p.A.	Ordinary Shares	26,224	-	-	26,224
Michelangelo Mantero	Non-Executive Director	Industrie De Nora S.p.A.	Ordinary Shares	10,489	-	-	10,489

Office held	Investee Company	Shares	No. of Shares held as of 12.31.2023	No. of Shares Purchased	No. of Shares Sold	No. of Shares held as of 12.31.2024
Key Executives	Industrie De Nora S.p.A.	Ordinary Shares	1,626,109(*)	7,070 (**)	56,428	1,646,395 (***)
	De Nora India	Ordinary Shares	550	120 (****)		670

(*) The number does not reflect the actions of a Key Executive who resigned effective June 30, 2023.
(**) The number refers to shares granted as an entry bonus to a Key Executive appointed effective June 10, 2024.
(***)The number (i) does not reflect the shares of two Key Executives resigned effective March 1, 2024, and June 29, 2024, respectively; and (ii) reflects the shares of three Key Executives appointed effective March 18, 2024, and June 10, 2024, respectively.
(****) The number refers to shares held by a Key Executive appointed effective March 18, 2024.

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