



ePRICE S.p.A.
(former Banzai S.p.A.)

2016 REMUNERATION REPORT

in the terms of Articles 123-ter of the Consolidated Act and 84-quater of the Issuers'
Regulation

Issuer: ePRICE S.p.A. (former Banzai S.p.A.)

Website: investors.eprice.it

Report approved by the Board of Directors on 15 March 2017

SUMMARY

SUMMARY	2
GLOSSARY	4
FOREWORD	5
SECTION I	6
a. Stakeholders in the remuneration process	6
b. Remuneration Committee, competences and operational procedures.....	7
c. Independent experts that may take part in the arrangement of the remuneration policy ..	9
d. Aims pursued with the remuneration policy, its underlying principles	9
e. Description of the policies regarding fixed and variable remuneration components with particular regard to the indication of the relative weight within the scope of total remuneration and distinguishing between short-term, medium-term and long-term periods of variable components.....	9
(i) Non-executive Board Members and independent Board Members	10
(ii) Executive Board Members	11
(iii) Managers with strategic responsibilities	12
f. Policy followed with regard to non-monetary benefits	12
g. Performance objectives for the assignment of short-term, medium-term and long-term variable components and information on the link between the variations of the results and the variation of remuneration	12
h. Criteria used for the evaluation of the performance objectives on which the assignment of shares, options, other financial instruments or other variable remuneration components is based.....	13
i. Information aimed at providing evidence of the coherence of the remuneration policy with the pursuit of the interests of the Company in the long-term and with the risk management policy, where formalised.....	13
j. Vesting period and any deferred payment systems	13
k. Information on any clauses relating to the holding of the financial instruments after their acquisition, with indication of the holding periods and of the criteria used to determine such periods.....	13
l. Policy relating to the processes provided for in the case of a position being terminated or the termination of a working relationship, with specification of the circumstances giving rise to the right and any connection between these processes and the Company's performance.....	13
m. Information on the presence of any insurance cover, whether social security or pension coverage, other than the mandatory coverage	14
n. Remuneration policy that may be followed with reference: (i) to independent Board Members, (ii) to the activity of participating in committees and (iii) in the performance of particular roles (Chairman, Vice-Chairman, etc.).....	14
o. Remuneration policies of other Companies with reference to any indication of the criteria used to select these Companies	15
SECTION II	16
SECTION II – PART ONE – ITEMS COMPRISING REMUNERATION	17

Remuneration of Board Members.....	17
Remuneration of Statutory Auditors.....	19
Remuneration of Managers with strategic responsibilities.....	19
SECTION II – PART TWO – ANALYTIC REPRESENTATION OF THE COMPENSATION PAID DURING THE FINANCIAL YEAR.....	21
Table 1	21
Table 2	25
SECTION II – THIRD PART – INVESTMENTS HELD.....	26

GLOSSARY

Borsa Italiana: Borsa Italiana S.p.A..

Code of Self-Governance: the Code of Self-Governance of listed companies, approved in March 2006 (with subsequent modifications) by the Corporate Governance Committee and promoted by Borsa Italiana, Abi, Ania, Assogestioni, Assonime and Confindustria, accessible to the public on the website of Borsa Italiana www.borsaitaliana.it.

Civil Code: the Italian Civil Code.

Board of Statutory Auditors: the Issuer's Board of Statutory Auditors.

Board of Directors or Board: the Issuer's Board of Directors.

Issuer or Company: ePRICE S.p.A. (former Banzai S.p.A.).

Financial year: the financial year ending on 31 December 2016.

Group: the ePRICE Group, composed of the Issuer and other subsidiaries of the same Issuer.

Instructions to the Regulation of Markets: the Instructions to the Regulation of Markets organised and managed by Borsa Italiana S.p.A.

MTA: the *Mercato Telematico Azionario* [Italian Telematic Stock-Market] organised and managed by Borsa Italiana S.p.A..

Regulation of Markets: the Regulation of Markets organised and managed by Borsa Italiana S.p.A..

Issuers' Regulation: the Regulation issued by Consob in decision no. 11971 of 1999 (with subsequent modifications) regarding issuer guidelines.

Regulation on Related Parties: the Regulation issued by Consob in decision no. 17221 of 12 March 2010 (with subsequent modifications) regarding related party transactions.

Remuneration Report: this remuneration report that issuers are obliged to draw up under Articles 123-bis of the Consolidated Act and 84-quater of the Issuers' Regulation.

Bylaws: the Issuer's bylaws.

TUF: Legislative Decree of 24 February 1998, no. 58 (Testo Unico della Finanza - Consolidated Financial Act), with subsequent amendments.

FOREWORD

This remuneration report (the “**Remuneration Report**”) was drawn up by the Board of Directors of ePRICE S.p.A. (the “**Company**” or the “**Issuer**”), in the terms of Article 123-ter of the Legislative Decree no. 58 of 24 February 1998, as subsequently amended (“**TUF**”) and Article 84-quater of the Consob regulation adopted with ruling no. 11971 of 14 May 1999 (the “**Issuers' Regulation**”) as well as pursuant to the recommendations of the Self-Governance Code.

It is worth noting that on 20 December 2016, the Shareholders' Meeting resolved on changing the Issuer's name from Banzai S.p.A. to ePRICE S.p.A.. The changed name was fully effective on 30 January 2017.

The Remuneration Report contains information regarding the remuneration policy (the “**Remuneration Policy**”) adopted by the Issuer and is composed of the following two sections, drawn up in accordance with Appendix 3A scheme 7-bis and 7-ter of the Issuers' Regulation:

- Section I illustrates the guidelines and the principles with which the Company complied in the determination of the remuneration practices of the Board Members and the Managers with strategic responsibility and describes the procedures used to draw up and approve the Remuneration Policy in addition to the bodies and persons responsible for the execution thereof;
- Section II namely for the remuneration attributed to Board Members and Company Auditors and in aggregate form for the compensation attributed to Group Managers with strategic responsibilities:
 - (a) Analytically shows, with regard to the 2016 financial year, individual items composing remuneration including the processes provided for should a position or a working relationship be terminated;
 - (b) Provides, in registered form for the members of the Board of Directors and the Board of Statutory Auditors and in aggregate form for the Managers with strategic responsibilities, the representation of the remuneration paid in the reference financial year of any kind and in any form by the Company and subsidiaries or affiliates and reports on the possible components of this compensation attributable to activity carried out in financial years prior to the reference financial year, by providing an estimate of compensation to be paid in one or more consecutive financial years for activity carried out in the reference financial year.

In addition, Section II contains information regarding shareholdings held, in the Issuer and subsidiaries, of the members of the administration and supervisory bodies, of the Managers with strategic responsibilities in addition to spouses who are not legally separated and minor children in accordance with that which is set out by Article 84-quater, paragraph 4, of the Issuers' Regulation.

The Remuneration Report set out below has been approved by the Board of Directors upon the proposal of the Remuneration Committee on 15 March 2017.

SECTION I

This Section of the Remuneration Report describes the essential processes of the Remuneration Policy adopted by the Company and the aims pursued, the principles and guidelines with which the Group complies in the determination and monitoring of the application of the remuneration practices of the Board Members and Managers with strategic responsibilities.

The Remuneration Policy, drawn up in light of the recommendation of the Self-Governance Code and in consideration of that which is set out in Article 2.2.3 of the Regulation of markets organised and managed by Borsa Italiana (the Italian Stock Exchange) and of the relevant Instructions for issuers with the STAR qualification in addition to the Procedure for Transactions with Related Parties, has been adopted by the Board of Directors of 14 May 2015, and thereafter reviewed and updated by the Board of Directors on 2 March 2016, upon the proposal of the Remuneration Committee and approved by the Related Parties Committee as is provided for by the Procedure for Transactions with Related Parties insofar as not previously subject to the advisory vote of the Shareholders' Meeting.

a) Stakeholders in the remuneration process

The main stakeholders and bodies involved in drawing up and approving the Remuneration Policy are: the Board of Directors, the Remuneration Committee, the Shareholders' Meeting and the Board of Statutory Auditors.

Board of Directors

The Board of Directors:

- forms internally a Remuneration Committee;
- defines the Remuneration Policy upon the proposal of the Remuneration Committee;
- consistent with the Remuneration Policy and upon the proposal of the Remuneration Committee, after obtaining an opinion from the Board of Statutory Auditors, determines the remuneration of Board Members holding particular offices;
- approves the Remuneration Report under Articles 123-ter TUF and 84-quater of the Issuers' Regulation;
- draws up any remuneration plans based on shares or other financial instruments intended for Board Members, staff and employees, including Managers with strategic responsibilities, subjecting them to the approval of the Shareholders' Meeting under Article 114-bis TUF and ensuring their implementation.

Remuneration Committee

Refer to paragraph b) below for the composition, competences and operational procedures of the Remuneration Committee.

Shareholders' Meeting

In terms of remuneration, the Shareholders' Meeting:

- defines the gross annual remuneration of the members of the Board of Directors and the Board of Statutory Auditors, under Article 2364, paragraph 1, no. 3 of the Italian Civil Code, and under Article 2389, paragraph 3 of the Italian Civil Code and Article 20 of the Bylaws;
- casts an advisory vote on the Remuneration Policy defined by the Board of Directors on the proposal of the Remuneration Committee;
- resolves on any remuneration plans based on shares or other financial instruments intended for Board Members, staff and employees, including Managers with strategic responsibilities under Article 114-bis TUF.

Board of Auditors

The Board of Statutory Auditors formulates opinions on the remuneration proposals of the executive Board Members and Board Members holding particular offices under Article 2389, paragraph 3 of the Italian Civil Code by verifying the consistency with the Company's Remuneration Policy.

The Chairman of the Board of Statutory Auditors, or other Statutory Auditor designated by the same, may attend the Remuneration Committee meetings in relation to individual items on the agenda.

b) Remuneration Committee, competences and operational procedures

In accordance with that which is set out in the Self-Governance Code and for the purpose of ensuring that the choices made with regard to remunerations are adequately informed and comply with the rules of transparency and strict discipline regarding potential conflicts of interest, the Board of Directors internally formed its remuneration committee (the "**Remuneration Committee**").

The Remuneration Committee was originally established by the Board of Directors on 10 November 2014, effective upon the Inception date of negotiations and until approval of the financial statements as at 31 December 2015. It was composed as follows:

- Stefano Quintarelli (Chairman) – Non-executive independent Board Member;
- Anna Gatti – Non-executive independent Board Member;
- Andrea Biasco – Non-executive Board Member.

Following the renewal of the Board of Directors, occurred on the occasion of the Shareholders' Meeting held on 14 April, 2016, on the same date the new Remuneration Committee was appointed. This committee is composed of 3 (three) non-executive Board Members insofar as they are not holders of individual delegated management powers, do not hold management positions within the Company, and the majority of whom are independent, according to that which is set out by the provisions of Article 148 TUF and of the Self-Governance Code. These members will remain in office until the expiry of their mandate of Board Members, and in any case until the Shareholders' Meeting called to approve the financial statements as at 31 December 2018, in the persons of:

- Roland Berger (Chairman) – Non-executive independent Board Member;
- Serenella Rossano – Non-executive independent Board Member;
- Pierluigi Bernasconi – Non-executive Board Member.

The members of the Remuneration Committee have appropriate experience in the areas of finance and remuneration policies.

The Remuneration Committee is a body with functions of an educational, consulting and advisory nature with the main task of formulating proposals to the Board of Directors with reference to the Remuneration Policy.

On 13 June 2016, the Board of Directors approved the Regulation governing the Remuneration Committee's tasks and functioning procedures, in line with provisions set forth by the Self-Governance Code.

In particular, within the scope of the decision-making process relating to the definition of the remuneration policy, the Remuneration Committee:

- formulates proposals and expresses opinions to the Board of Directors for the remuneration of executive Board Members and those holding particular offices (e.g. Chairman, Managing Director, Board Members with delegated powers and Board Members who are members of committees), also bearing in mind the participation of each Board Member in one or more committees in such a way as to ensure the alignment of the objective of creating value for the shareholders in the medium-term and long-term;
- shall periodically evaluate the adequacy and complete consistency and the criteria for the remuneration of Managers with strategic responsibilities, without prejudice to the competence of the Managing Director with regard to the definition of management remuneration policies and levels, and formulates proposals and recommendations regarding remuneration with particular reference to incentive and retention tools or the definition of performance objectives associated with variable remuneration components in addition to the execution of the remuneration plans based on shares or other financial instruments instructed by the Shareholders' Meeting under Article 114-bis TUF;
- monitors the application of the decisions adopted by the Board of Directors in particular by verifying the effective achievement of the performance objectives;
- monitors the application of and compliance with company policies with regard to remuneration.

The Remuneration Committee meets with the frequency necessary to perform its own functions or when it is deemed necessary by the Chairman, including upon the request of one or more of its members.

The Remuneration Committee meetings take place in collegial form and are regularly recorded.

The determinations of the Remuneration Committee are adopted with the absolute majority of members participating in the meeting. The presence of the majority of members is necessary for the meetings to be valid.

Representatives of company roles and independent experts and/or other persons whose participation is considered useful for the performance of the meeting may take part in Remuneration Committee meetings, if invited. The participant who is the bearer of his or her own interests or the interests of others with reference to the subject of the resolution shall

make this known to the Remuneration Committee and abstain from the same, provided that no Board Member shall participate in the meetings of the Remuneration Committee where proposals to the Board of Directors regarding its remuneration are put forward.

In order to perform its functions, the Remuneration Committee makes use of the Issuer's means and corporate structure. If it considers it appropriate or necessary for the performance of its duties, it may call on the services of external consultants in order to obtain information on market practices with regard to remuneration policies. During the year, the Committee made use of the Company's specialised consultancy services, Key2people, a company having no relations with the Company that might interfere with the independence of judgement.

c) Independent experts that may take part in the arrangement of the remuneration policy

The Company did not use independent experts when drawing up the Remuneration Policy.

d) Aims pursued with the remuneration policy, its underlying principles

The main objective of the Company's Remuneration Policy is to align the interests of management with those of the Company and the shareholders in the medium-term and long-term.

With this in mind, the Issuer Remuneration Policy aims to:

- attract, motivate and keep employees with great professional qualities that are appropriate for the complexity and specialisation of business and necessary to profitably pursue the objectives of the Company;
- align the interests of the management with those of Shareholders, while aiming at achieving the target of value creation and the safeguarding of the company assets over a long and medium period of time;
- acknowledge individual resources, with the aim of adequately enhancing their contribution for the Company.

In particular, the Remuneration Policy, consistent with the general purposes listed above, is based on the following reference principles regarding the remuneration of executive Board Members and Managers with strategic responsibilities:

- full remuneration levels capable of recognising the professional value of employees and their contribution to sustainable value creation in the short-term, medium-term and long-term;
- definition of limits for the variable remuneration components;
- predetermination and measurability of the performance objectives associated with the disbursement of variable components.

e) Description of the policies regarding fixed and variable remuneration components with particular regard to the indication of the relative weight within the scope of total remuneration and distinguishing between short-term, medium-term and long-term periods of variable components

The Remuneration Policy provides for the fixed and variable components to be structured according to the different principles and procedures in relation to different types of recipients.

The fixed component of remuneration rewards the extent of responsibilities and strategic nature of the role held, the distinctive individual characteristics and professional specialisation and must be sufficient for remunerating the service even in the case that the performance objectives are not achieved.

The variable remuneration component is sub-divided into short-term variable remuneration and long-term variable remuneration.

The short-term incentive is aimed at recognising the results achieved over a single financial year establishing a direct link between compensation and objectives associated with a mix of individual performance, business units performance and results at corporate level. The short-term incentive may vary between 10% and 35% of the fixed remuneration and, generally, does not have an incidence lower than 10% of the full annual remuneration.

The amount of incentives that each single stakeholder involved is eligible to receive, is determined based on the actual achievement of results.

The long-term incentive on the other hand is aimed at incentivising employees to operate in a way that maximises the value of the Company in the medium-term and long-term and is composed of incentive plans based on financial instruments under Article 114-bis TUF.

In particular, the Company adopted two stock option plans, addressed to executive Board Members and Managers with strategic responsibilities, namely:

- 1) the “2015-2019 stock option plan” (the “**2015 Plan**”), instructed by the Shareholders' Meeting of 22 December 2014, whose regulation was approved by the Board of Directors on 14 May 2015 upon the proposal of the Company's Remuneration Committee, within their respective powers; and
- 2) the “2016-2018 stock option plan” (the “**2016 Plan**”) (the 2015 Plan and the 2016 Plan, jointly the “**Plans**”), instructed by the Shareholders' Meeting of 14 April 2016, whose regulation was approved by the Board of Directors on 09 May 2016 upon the proposal of the Company's Remuneration Committee, within their respective powers.

The Company considers it appropriate to distinguish the remuneration structure in relation to the executive/managerial powers and responsibilities recognised for the persons concerned and consequently to independently define the remuneration determination criteria of:

- (i) Non-executive Board Members and independent Board Members;
- (ii) Executive Board Members;
- (iii) Managers with strategic responsibilities.

(i) Non-executive Board Members and independent Board Members

Non-executive Board Members are understood to be Board Members who do not hold individual delegated management powers and who are not holders of management positions in the Company or Group Companies.

Independent Board Members are understood to be Board Members that meet the independence requirements set out by Article 148, paragraph 3 TUF and of Article 3 of the Self-Governance Code.

Both non-executive Board Members and independent Board Members are paid fixed compensation determined by the Ordinary Shareholders' Meeting at the time of their appointment, which may determine the single full amount or also provide for the relevant breakdown amongst Board Members in addition to the reimbursement of expenses incurred for the exercise of office.

The Board of Directors may determine, upon the proposal of the Remuneration Committee and with the favourable opinion of the Board of Statutory Auditors, subsequent fixed compensation for non-executive Board Members and independent Board Members in relation to the activities associated with participating in the internal committees of the Board of Directors.

The additional compensation attributed in this way is assigned upon the proposal of the Remuneration Committee with it being understood that, in each case, each Board Member shall abstain from voting on the proposals regarding his or her own remuneration.

The non-executive Board Members and independent Board Members, also in accordance with that which is established by European Recommendations and by Article 6 of the Code of Corporate Governance, do not receive an incentive and their compensation is not linked to the economic results achieved by the Company. In addition, they are not the recipients of short-term and/or medium-term or long-term incentive plans.

The guiding principle for the remuneration is, in fact, that of attributing a one-off fee to the non-executive members of the Board of Directors.

(ii) Executive Board Members

Executive Board Members are entitled to an annual fixed compensation determined by the Board of Directors in accordance with the specific proposal by the Remuneration Committee and with the favourable opinion of the Board of Statutory Auditors and in relation to the provisions of Article 2389 paragraph 3 of the Italian Civil Code.

The Chairman of the Board of Directors, Mr. Paolo Ainio, and the Managing Director, Mr. Pietro Scott Jovane, are currently the Issuer's Executive Board Members.

In particular, the Chairman of the Board of Directors is entitled to a fixed compensation not connected with achieving objectives but commensurate with the responsibilities and competences associated with the position. In addition, the Chairman of the Board is also the recipient of the 2016 Plan, as described in the paragraph below.

The Managing Director shall be paid both fixed compensation and short-term variable compensation for each year of office in accordance with that which is established by the Board of Directors upon the proposal of the Remuneration Committee. In particular, the variable compensation is subordinated to the achievement of specific objectives established every year by the Board of Directors upon the proposal of the Remuneration Committee. The

Managing Director, in his or her role as General Director of the Company, is also the recipient of a 2015 Plan, as described in the paragraph below.

(iii) Managers with strategic responsibilities

The Managers with strategic responsibilities, as set out by Article 65, paragraph 1-quarter of the Issuers' Regulation which references the definition provided in Appendix 1 of the Regulation on Related Parties, taken from international accounting principle IAS 24, are identified from amongst the persons with responsibility for processes that may affect the development and future prospects of the Company or the power and responsibility, directly or indirectly, of the planning, managing and control of Company activities and who, however, hold a strategic role within the Group.

The remuneration of Managers with strategic responsibilities, bearing in mind their position and role held within the corporate organisation chart is defined using criteria similar to those provided for the executive Board Members and is structured as follows:

- a fixed annual component determined based on the size of the business management and the organisational role held and reflects the experience, competence and capacity to contribute to Company results and loyalty-building requirements. This component is indicatively equal to a range of between 70% and 75% of the total remuneration;
- a short-term variable component that may only mature if the annual quantitative objectives associated with the performance indicators and relating mainly to the annual budget are achieved and that is expressed in a maximum percentage of total remuneration that may vary approximately between 10% and 20% with increasing values in relation to the role and responsibilities held. The maturity mechanism for this variable component is exclusively linked to the parameters of profitability of the financial year and is paid following the approval of the draft financial statements by the Board of Directors;
- a medium-term/long-term variable component composed of incentive plans based on financial instruments under Article 114-bis TUF. The maturity mechanism for this variable component is exclusively linked to economic-financial measurements and is paid following the approval of the draft financial statements by the Board of Directors.

In addition, in the event that the Company carries out particular exceptional transactions for strategic relevance and/or for the effects on the results of the Company itself and/or the Group, the Board of Directors is able to attribute, with discretion, specific bonuses to Managers with strategic responsibilities strictly related to their specific contribution to said transactions.

f) Policy followed with regard to non-monetary benefits

With the aim of ensuring a full offer of remuneration that is competitive and aligned with the best practices of the reference market as far as possible, the remuneration package for Executive Board members and other Managers with strategic responsibilities may also include non-monetary benefits intended as fringe benefits (such as a company car) in addition to types of additional insurance (such as full health insurance).

g) Performance objectives for the assignment of short-term, medium-term and long-term variable components and information on the link between the variations of the results and the variation of remuneration

We refer to that which is described in paragraph e) above.

h) Criteria used for the evaluation of the performance objectives on which the assignment of shares, options, other financial instruments or other variable remuneration components is based

With regard to the short-term variable component of executive Board Members and Managers with strategic responsibilities, it is provided for that the evaluation of the performance and the communication of the extent to which the assigned objectives have been achieved in addition to the determination of the extent of the variable component of the remuneration payable to the person concerned takes place following the approval of the consolidated financial statements by the Board of Directors.

With regard to the long-term variable component, the competent bodies shall determine the definition and verification procedures and timing, even intermediate, of the performance objectives set out for the incentive plans based on financial instruments under Article 114-bis TUF in addition to any corrections to be made to the objectives themselves.

i) Information aimed at providing evidence of the coherence of the remuneration policy with the pursuit of the interests of the Company in the long-term and with the risk management policy, where formalised

We refer to that which is described in paragraph e) points (ii) and (iii) above.

j) Vesting period and any deferred payment systems

The Remuneration Policy, with reference to the incentive plans based on financial instruments under Article 114-bis TUF, provides that the same are in accordance with the comparable best market practices and that they may provide for vesting periods.

The Remuneration Policy, with regard to monetary components, does not provide for deferred payment systems.

k) Information on any clauses relating to the holding of financial instruments after their acquisition, with indication of the holding periods and of the criteria used to determine such periods

The Plans do not have any clauses relating to the holding of shares after their subscription following the exercising of assigned options, with the vesting period set out by the related Plan Regulations being deemed adequate.

l) Policy relating to the processes provided for in the case of a position being terminated or the termination of a working relationship, with specification of the circumstances giving rise to the right and any connection between these processes and the Company's performance

It is not Company practice to enter into agreements with non-executive Board Members or independent Board Members that regulate, ex ante, the economic issues relating to the possible early termination of the relationship with the Company or the individual (“good leaver” or “bad leaver” clauses).

With reference to the Managing Director, the salaries provided in the event of termination of office or termination of the working relationship will be settled from time to time with the Managing Director himself or herself. We refer to Section II for the description of the salary corresponding to the current Managing Director in the case of termination of office or termination of the working relationship with the Company.

Except in special cases which are evaluated from time to time, the Company's policy is not to enter into agreements with Managers with strategic responsibilities that regulate, ex ante, the economic issues relating to the possible early termination of the relationship by the Company or by the individual. Should the existing relationship with the Company be terminated for reasons other than just or resignation, dismissal, removal without just cause or termination of the working relationship following a takeover bid, the goal is to seek agreements for the termination of the same by consensus, without prejudice, in any case, to the legal obligations and/or national collective bargaining agreement for employees.

In light of the above, it is noted that, if there is early termination of office/employment relationship and/or on the Company's initiative for reasons of just cause, the loss of the right to the short-term and medium-term/long-term incentive is provided for.

Regarding the Plans, information about the fate of the options in the event of termination of the working relationship can be found in the relevant published legal documentation.

The Company shall consider however, the possibility of entering into non-competition agreements with Board Members, Managers with strategic responsibilities and other employees with critical skills at the end of the mandate or the working relationship.

In accordance with case law and practice, such agreements may provide for the payment of a sum related to the Gross Annual Salary (GAS), in relation to the duration and scope of the obligation arising from the agreement itself.

The non-competition obligation is referred to the industry in which the Company operates at the time of the agreement and its extent varies according to the position held by the individual at the time of the relationship.

m) Information on the presence of insurance cover, whether social security or pension coverage, other than the mandatory coverage

As explained in paragraph f) above.

n) Remuneration Policy that is followed with reference: (i) to independent Board Members, (ii) to the activity of participating in committees and (iii) in the performance of particular roles (Chairman, Vice-Chairman, etc.)

There are no specific principles in terms of remuneration for independent Board Members individually considered.

The non-executive Board Members and independent Board Members may be paid an additional annual fixed sum as members sitting on the committees of the Board of Directors with a majority if the Board Member holds the position of Chairman of the committee.

For more information relating to the remuneration of Board Members holding particular positions, please refer to paragraph d) above.

o) Remuneration policies of other Companies with reference to any indication of the criteria used to select these Companies

The Company's remuneration policy has not been defined using, as a reference, remuneration policies from other Companies.

SECTION II

This Section, named for the compensation attributed to Board Members and Statutory Auditors and in aggregate form for the compensation attributed to Managers with strategic responsibilities:

- in the first part provides an adequate representation of each of the items composing remuneration including the processes provided for should a position or a working relationship be terminated;
- in the second part analytically illustrates the compensation paid in the financial year, for any reason and in any form, by the Company and its subsidiaries or affiliates, indicating any components of this compensation that are attributable to activities carried out in financial years prior to the reference year and also highlighting the compensation to be paid in one or more consecutive financial years for the activity carried out in the financial year.

The Issuer, being a company "of smaller size" under Article 3, paragraph 1, lett. f) of the Regulation on Related Parties, made use of the option provided in Appendix 3A, Scheme 7-bis, of the Issuers' Regulation: (i) to provide any information on the compensation received by Managers with strategic responsibilities in aggregate form and (ii) to provide any information about agreements that provide for compensation in the case of early termination only in relation to the executive Board Members and the Chairman of the Board of Directors.

SECTION II – PART ONE – ITEMS COMPRISING REMUNERATION

In the first part of Section II, an adequate representation is provided of each of the items comprising remuneration including the processes provided for should a position or a working relationship be terminated.

Remuneration of Board Members

Remuneration of Board Members other than the Managing Director

The compensation of the Board of Directors was determined at the Ordinary Shareholders' Meeting held on 14 April 2016.

In particular, the Ordinary Shareholders' Meeting ruled to grant the Board of Directors a gross annual remuneration of €135,000, vesting the Board of Directors with the powers to determine the remuneration of Board Members with special tasks, upon proposal of the Remuneration Committee and after hearing the Board of Statutory Auditors, pursuant to Article 2389 of the Italian Civil Code.

Therefore, the compensation results as follows:

- to each Board Member a fixed compensation of €15,000 on an annual basis, in addition to reimbursement of expenses incurred in carrying out his office, without prejudice, in any case, to a remuneration for any special tasks;
- for the Chairman Paolo Ainio, a fixed remuneration of €350,000 on an annual basis. He is also the beneficiary of 81,900 options of the first tranche of the 2016 Plan, subordinated to the achievement of performance targets, as defined by the Board of Directors, upon proposal of the Remuneration Committee, at an exercise price per share of €3.68, corresponding to the arithmetic average of the official closing prices of ePRICE shares during the 30 days preceding the grant date.
- to the Managing Director Pietro Scott Jovane an annual fixed compensation of €450,000, as well as an annual variable compensation of €150,000 upon the achievement of 100% of performance targets defined by the Board of Directors. He is also the beneficiary of the 2015 Plan described below;
- for every non-executive Board Member who is a member of the Control and Risk Committee and the Remuneration Committee an additional fixed compensation of €15,000 annually for participating in each committee;
- for every non-executive Board Member, who is Chairman of the Control and Risk Committee and the Remuneration Committee, an additional fixed annual compensation of €17,000 for participating in each committee;
- for the Lead Independent Director, an additional fixed annual compensation of €15,000.

Managing Director Remuneration for 2016

Mr. Pietro Scott Jovane has held the position of Managing Director since 25 November 2015. Following the renewal of the Board of Directors, occurred on the occasion of the Shareholders' Meeting held on 14 April, 2016, on the same date the Board of Directors confirmed Pietro Scott Jovane as Managing Director.

The Board of Directors of 15 October 2015, after obtaining the favourable opinion of the Remuneration Committee and the Board of Statutory Auditors, approved the signing of the employment contract (the "**Contract**") signed on the same date between the Company and Pietro Scott Jovane.

The Contract governs the financial terms of the relationship with the Issuer by providing, among other things: (i) for the hiring of Pietro Scott Jovane in the role of manager of the Company and the role of general director as of 16 October 2015 with gross annual remuneration of €150,000; (ii) for the granting to Pietro Scott Jovane, as soon as he undertakes his role as manager, of 1,300,000 options of the second tranche of the 2015 Plan, subject to the achievement of performance objectives defined by the Board of Directors upon the proposal of the Remuneration Committee at an exercise price per share of €5.00, corresponding to the arithmetic average of the official closing prices of ePRICE shares during the 30 days preceding the grant date.

Following the renewal of the Board of Directors, the meeting of the Board, held on 21 July 2016, after obtaining the favourable opinion of the Remuneration Committee and the Board of Statutory Auditors, with Pietro Scott Jovane abstained, ruled to grant the latter an annual gross fixed compensation of €450,000.00, as well as an annual variable compensation of €150,000.00 at the achievement of performance targets defined by the Board of Directors, upon the proposal of the Remuneration Committee, in addition to the right to a termination indemnity, equal to 7.41% of the emoluments (fixed and variable) fully paid upon the termination of the office of Board Member, except for cases of withdrawal from office for just cause further described below.

During the financial year, the Company only paid the Managing Director the fixed compensation and the gross remuneration as General Director.

Compensation in the event of early dissolution of the relationship and the effects of terminating the relationship on the rights assigned within the scope of incentive plans based on financial instruments to be paid in cash

Over the financial year, no compensation was paid.

Except as indicated below, there have not been any agreements between the Issuer and, respectively, the Chairman and the Managing Director that provide for compensation at the end of the relationship or compensation in the event of resignation or dismissal without just cause or if the working relationship terminates following a public takeover bid.

On 15 October 2015, the Board of Directors, upon the proposal of the Remuneration Committee, ruled that should there be no just cause during the period between the first appointment as Managing Director and the approval of the 2021 financial statements, the Company would have to put an end to the subordinate working relationship or the position of Board Member or in the case of resignation for just cause, the Company shall pay the Managing Director a comprehensive one-off amount, plus any accrued severance compensation and severance fund equal to 1.5 annuities of the annual compensation for General Director and Managing Director. The severance indemnity shall amount to 7.41% of the emoluments received as Managing Director (fixed and variable), except for cases of withdrawal from office for just cause.

Regarding the 2015 Plan, information about the fate of the options in the event of termination of the working relationship can be found in the relevant published legal documentation.

Non-Monetary Benefits

The remuneration of the Managing Director also provides for fringe benefits such as the allocation of a company vehicle, insurance cover for accidents related to professional and non-professional risk and additional health insurance cover in addition to a mobile phone, a laptop and a company credit card. No other non-monetary benefits are provided for.

Remuneration of Statutory Auditors

The compensation of the Board of Statutory Auditors was determined, at the time of its appointment, by the Ordinary Shareholders' Meeting, held on 14 April 2016, which granted the Chairman of the Board of Statutory Auditors an annual gross comprehensive compensation of €30,000 and each Statutory Auditor an annual gross comprehensive compensation of €20,000, in addition to the reimbursement of all expenses incurred by the members of the Board in carrying out their office.

Non-Monetary Benefits

No non-monetary benefits for Statutory Auditors are provided.

Remuneration of Managers with strategic responsibilities

The remuneration of Managers with strategic responsibilities for the reference financial year is composed of fixed compensation, variable compensation and non-monetary benefits.

During the financial year, the Board of Directors, upon proposal of the Remuneration Committee, paid an extraordinary bonus to two Managers with strategic responsibilities given the role played by them within the extraordinary sale transaction of the Vertical Content division, and in order to encourage their stay within the division after the sale. During the financial year, in fact, these Managers terminated their working relationship with the Issuer.

Moreover, during the year:

- (i) non-competition agreements were entered with two Managers with strategic responsibilities;
- (ii) an agreement for the voluntary termination of the working relationship was entered into with one Manager with strategic responsibilities;
- (iii) the working relationship with other two Managers with strategic responsibilities was terminated;
- (iv) a new Manager with strategic responsibilities was hired.

Lastly, during the year, the Managers with strategic responsibilities were identified as beneficiaries of the 2016 Plan and, in light of this, a total of 282,000 options were assigned to them.

With regard to the 2016 Plan, please refer to the published legal documentation.

Non-Monetary Benefits

Managers with strategic responsibilities are paid insurance cover for accidents related to professional and non-professional risk provided for by the national collective bargaining agreement for Managers, in addition to additional health insurance cover, a mobile phone and a laptop.

During the year, nine of the ten Managers with strategic responsibilities were assigned a company vehicle.

No other non-monetary benefits are provided for.

SECTION II – PART TWO – ANALYTIC REPRESENTATION OF THE COMPENSATION PAID DURING THE FINANCIAL YEAR

TABLE 1

Compensation¹ paid to members of the administration and supervisory bodies, to general directors and other managers with strategic responsibilities.

First and last name	Position held	Period when the position was held	Mandate end	Fixed compensations	Compensations for participation in committees	Variable compensations - non-equity	Non-monetary Benefits ²	Other compensations	Total	Fair value of equity compensation	Compensation at the end of office or termination of working relationship
Paolo Luigi Guglielmo Ainio	Chairman of the Board of Directors	01/01/2016 – 31/12/2016	Approval of the 2018 financial statements	350,000.00	-	-	4,364.32	-	354,364.32	-	-
Pietro Scott Jovane	Managing Director	01/01/2016 – 31/12/2016	Approval of the 2018 financial statements	450,000.00	-	-	-	-	605,539.64	-	-
	General Director	01/01/2016 – 31/12/2016	For an indeterminate period	148,557.76	-	-	6,981.88	-		-	-
Pierluigi Bernasconi	Director	14/04/2016 – 31/12/2016	Approval of the 2018 financial statements	10,000.00	4.666,66	-	-	-	14.666,66	-	-
Roland Berger	Director	14/04/2016 – 31/12/2016	Approval of the 2018 financial	10,000.00	14.000,00 ³	-	-	-	24.000,00	-	-

¹ The values shown in the tables are expressed in euros.

² The values refer to company vehicles.

³ Of which €4,66.66 as member of the Control and Risk and Related-Parties Committee, and €9,333.33 as Chairman of the Remuneration Committee.

			statements								
Serenella Rossano	Director	14/04/2016 – 31/12/2016	Approval of the 2018 financial statements	10,000.00	14,000.00 ⁴	-	-	-	24,000.00	-	-
Matteo Renzulli	Director	01/01/2016 – 31/12/2016	Approval of the 2018 financial statements	13,205.48	-	-	-	-	13,205.48	-	-
Pietro Boroli	Director	01/01/2016 – 31/12/2016	Approval of the 2018 financial statements	13,205.48	-	-	-	-	13,205.48	-	-
Andrea Biasco	Director	01/01/2016 – 31/12/2016	Approval of the 2018 financial statements	13,205.48	961.64	-	-	-	14,167.12	-	-
Chiara Burberi	Director	09/11/2016 – 31/12/2016	Approval of the 2018 financial statements	5,000.00 ⁵	2,500.00	-	-	-	7,500.00	-	-
Maria Pierdicchi	Director	14/04/2016 – 11/10/2016	Resignation on 11/10/2016	14,500.00 ⁶	3,500.00	-	-	-	18,000.00	-	-
Anna Gatti	Director	01/01/2015 – 31/12/2015	Approval of the 2015 financial statements	4,808.22 ⁷	2,564.38 ⁸	-	-	-	7,372.60	-	-
Stefano Quintarelli	Director	22/01/2015 – 31/12/2015	Approval of the 2015 financial statements	3,205.48	2,564.38 ⁹	-	-	-	5,769.86	-	-

⁴ Of which €4,666.00 as member of the Remuneration Committee and €9,333.33 as Chairman of the Control and Risk and Related-Parties Committee.

⁵ Of which €2,500.00 as Lead Independent Director.

⁶ Of which €1,602.74 as Lead Independent Director

⁷ Of which €6,192 as Lead Independent Director

⁸ Of which €961.64 as member of the Remuneration Committee and €1,602.74 as Chairman of the Control and Risk and Related-Parties Committee

⁹ Of which €961.64 as member of the Control and Risk and Related-Parties Committee, and €1,602.74 as Chairman of the Remuneration Committee.

Ezilda Mariconda	Director	01/01/2016 – 14/04/2016	Approval of the 2015 financial statements	3,205.48	961.64	-	-	-	4,167.12	-	-
Francesco Perrini	Chairman of the Board of Statutory Auditors	01/01/2016 – 31/12/2016	Approval of the 2018 financial statements	30,000.00	-	-	-	-	30,000.00	-	-
Stefania Bettoni	Statutory Auditor	01/01/2016 – 31/12/2016	Approval of the 2018 financial statements	26,666.66 ¹⁰	-	-	-	-	26,666.66	-	-
Gabriella Chersicla	Statutory Auditor	14/04/2016 – 31/12/2016	Approval of the 2018 financial statements	13,333.33	-	-	-	-	13,333.33	-	-
Giuliano Foglia	Statutory Auditor	01/01/2016 – 14/04/2016	Approval of the 2015 financial statements	10,000.00 ¹¹	-	-	-	-	10,000.00	-	-
Managers with Strategic Responsibilities ¹²	No. 10	01/01/2016 – 31/12/2016	-	1,311,291.64	-	10,000.00	35,401.23	731,685.00	2,088,377.87	-	916,670.02
	Compensation in the company preparing the financial statements				-	-				-	-
	Compensations from subsidiaries and associated companies				-	-				-	-

¹⁰ Of which €6,666.66 as member of the Supervisory Body

¹¹ Of which €3,333.33 as member of the Supervisory Body

¹² During 2017, the following total compensation will be paid to two Managers with strategic responsibilities, who terminated their working relationships with the Issuer in 2016:

- Compensation at the end of office or termination of working relationship €157,182.00
- Other compensations: €182,848.00

TABLE 2

Stock-options allocated to members of the administration body, to general directors and managers with strategic responsibilities

A	B	(1)	Options held at the start of the financial year			Options assigned during the financial year						Options exercises during the financial year			(14)	(15) = (2)+(5)-(11)-(14)	(16)
			(2)	(3)	(4)	(5)	(6)	(7)	(8)	(9)	(10)	(11)	(12)	(13)			
First and last name	Position	Plan	Number of options	Exercise price	Period for possible exercise (from-to)	Number of options	Exercise price	Period for possible exercise (from-to)	Fair value as of the assigning date	Assigning date	Market price of underlying shares and allocation of options	Number of options	Exercise price	Market price of underlying shares and allocation of options	Number of options	Number of options	Fair value
Paolo Ainio	Chairman of the BoD	SOP 2016 - 2018	-	-	-	81,900	3.68	From 01/04/2017 to 01/07/2019 ¹³	1.07	14/06/2016	3.60	-	-	-	-	81,900	-
Pietro Scott Jovane	Managing Director and General Director	SOP 2015 - 2019	1,300,000	5.00	From 01/08/2017 to 31/07/2019 ¹⁴	-	-	-	-	-	-	-	-	-	-	1,300,000	-
Other Managers with strategic responsibilities		SOP 2016 - 2018	460,000	6.00	From 01/08/2016 to 31/07/2018	282,000	3.68	From 01/04/2017 to 01/07/2019	1.07	14/06/2016	3.60	-	-	-	-	282,000	-

¹³ The allocated options can be exercised as follows:
(i) 33% from the fifth working day following the reception day of the exercise notice form by the beneficiary;
(ii) 33% from 1 July 2018; and
(iii) 34% of Exercisable Options since 1 July 2019.

¹⁴ The allocated options can be exercised as follows:
(i) up to a maximum of 25% starting from 01 August 2017 until 31 October 2017;
(ii) up to a maximum of 50% starting from 01 November 2017 until 31 January 2018;
(iii) up to a maximum of 75% starting from 1 February 2018 until 30 April 2018; and
(iv) 100% starting from 01 May 2018 until 31 July 2019.

SECTION II – THIRD PART – INVESTMENTS HELD

Investments of members of the administration and supervisory bodies, the general directors and other managers with strategic responsibilities.

First and last name	Investee company ¹⁵	Forms of ownership	No. of shares owned as at 31/12/2015	No. of shares purchased	No. of shares sold	No. of shares owned as at 31/12/2016
Paolo Guglielmo Luigi Ainio	ePRICE S.p.A.	Direct and indirect	9,099,186	486,879	-	9,586,065 ¹⁶
Pietro Scott Jovane	ePRICE S.p.A.	Direct	6,000	6,000	-	12,000
Pietro Boroli	ePRICE S.p.A.	Direct and indirect	1,834,000	304,997	-	2,138,997 ¹⁷
Managers with Strategic Responsibilities	ePRICE S.p.A.	Direct	3,165,500	38,308	549,781	2,654,027

¹⁵ Including investments held through spouses not legally separated and minor children and subsidiaries.

¹⁶ Of which 221,750 shares are held via PUPS S.r.L., 80% controlled by Paolo Ainio and 138,450 held by his spouse, Ms Ginevra Barbi.

¹⁷ Of which 2,116,547 are held by Vis Value Partecipazioni S.r.L.