

UNIDATA S.P.A.



REPORT ON REMUNERATION POLICY AND COMPENSATION PAID

(approved by the Board of Directors of Unidata S.p.A. on March 20, 2025)

(Prepared pursuant to Articles 123-ter of the TUF and 84-quater of the Issuers' Regulations)

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FOREWORD

This report (the "Report") on the remuneration policy (the "Policy") for fiscal year 2025 (Section I) and the compensation paid to members of the management and supervisory bodies and key management personnel during fiscal year 2024 (Section II) (the "Report"), was approved by the Board of Directors of Unidata

S.p.A. ("Unidata" or the "Company") on March 20, 2025 and is prepared pursuant to Article 123-ter of the

D. Legislative Decree No. 58/1998, as subsequently amended and supplemented ("**TUF**") and in accordance with Article *84-quater* of the Regulations adopted by Consob resolution No. 11971 of May 14, 1999, as subsequently amended and supplemented (the "**Issuers' Regulations"**), Schedules *7-bis* and *7-ter* set forth in Annex 3A of the Issuers' Regulations and the *Corporate Governance* Code of Borsa Italiana S.p.A. (the "**Corporate Governance Code**")

The Policy has also been defined in accordance with the Code of Ethics of the group headed by Unidata (the "**Group**"), promoting the adoption of behavior in accordance with it and consistent with the requirements of sustainable *performance*.

The Policy is aimed at rewarding effective and lasting results, adequately adjusted for the risks associated with them, as well as taking into account the nature, size and operational characteristics of the company (in accordance with the principle of proportionality) and is based on clear and sustainable principles, providing for variable components of remuneration linked to the achievement of medium- and long-term results. In all cases where the recognition of variable components of remuneration is envisaged, the balance between them and fixed components is ensured, as well as the additional conditions, limits, timing and payment methods set out in this Policy.

The Nominating, Compensation and Sustainability Committee plays a particularly important role in the decision-making process that leads to the definition of the Group's Senior Figure Policy, which has ultimate responsibility for processes that may affect their development or future prospects and the management of legal and reputational risks.

Lastly, the Policy complies with the recommendations on compensation in the Code of Corporate Governance.

Specifically, this Report is divided into two sections:

(i) Section I, entitled "Remuneration Policy," sets forth: a) the Policy: (i) of the members of the Company's Board of Directors; (ii) of the Company's general managers (iii) of the Company's key management personnel; and (iv) subject to the provisions of Article 2402 of the Civil Code, of the members of the Company's Board of Statutory Auditors; as well as b) the procedures used for the adoption and implementation of the Policy;

(ii) in Section II, entitled "Compensation Paid": a) an adequate representation is provided - by name for members of the Board of Directors, the Board of Statutory Auditors, and in aggregate form for executives with strategic responsibilities - of each of the items that make up remuneration, including treatments provided in the event of termination of office or termination of employment; and b) the compensation paid during the reporting year for any reason and in any form is illustrated.

SECTION I - Remuneration policy.

The Policy was approved by the Company's Board of Directors, upon the recommendation of the Nominating, Compensation and Sustainability Committee (for the purposes of this Report, the "Compensation Committee"), on March 20, 2025 and is updated on an annual basis.

1. REMUNERATION SYSTEM GOVERNANCE MODEL

Policy approval process

The Policy is: (i) approved by the Company's Board of Directors at the proposal of the Remuneration Committee; and (ii) presented - at the time of the approval of the financial statements - to the 'Meeting, whose vote is binding pursuant Article 123-ter, paragraph *3-ter*, of the TUF.

Bodies and individuals involved in the preparation, approval and implementation of the Policy

The main individuals and bodies involved in the preparation, approval and implementation of the Policy are: the Shareholders' Meeting, the Board of Directors, the Compensation Committee and the Board of Statutory Auditors.

Shareholders' Meeting

The Shareholders' Meeting:

- determines the compensation of the members of the Board of Directors, pursuant to Article 2364, Paragraph 1, No. 3), of the Civil Code; such compensation shall be established in an amount sufficient to attract, retain and motivate people with the professional qualities necessary to successfully manage the Company;
- determines the compensation of the members of the Board of Statutory Auditors pursuant to Article 2402 of the Civil Code;
- Decides on Section I of the Report with a binding vote, in accordance with the provisions of Article 123-ter, paragraph 3-ter, of the TUF;
- deliberates on Section II of the Report, with a non-binding vote;
- deliberates on any share-based compensation plans or other financial instruments for directors, employees and collaborators, including executives with strategic responsibilities, pursuant to Article 114-bis of the TUF.

Board of Directors

The Board of Directors:

- constitutes the Remuneration Committee from among its members;
- determines the remuneration of Directors holding special offices, in accordance with the Policy adopted by the Company, subject to the favorable opinion of the Board of Statutory Auditors and the proposal of the Remuneration Committee;

- upon the proposal of the Remuneration Committee, develops the Policy and approves the report on remuneration and compensation paid to be submitted to the Shareholders' Meeting;
- consistent with the Policy prepares, with the assistance of the Remuneration Committee, any remuneration plans based on shares or other financial instruments and submits them to the Shareholders' Meeting for approval pursuant to Article 114-bis of the TUF;
- defines and updates, on an annual basis, the Policy, and also approves exceptions to it upon the occurrence of exceptional circumstances, in each case in accordance with Section 8 below;
- is in charge any remuneration plans based on shares, options or other financial instruments, together with - or with the assistance of - the Remuneration Committee, as delegated by the Shareholders' Meeting;
- ensures that compensation and incentive systems are consistent with the Company's overall choices in terms of risk-taking, strategies, corporate governance structure, and internal controls.

Compensation Committee

The Remuneration Committee, composed of three independent directors (Alessandra Bucci, who also holds the position of Chairman, Stefania Argentieri Piuma and Barbara Ricciardi) performs functions, of a preliminary, propositional and advisory nature and, in particular:

- supports the Board of Directors in the development of the Policy and in the periodic evaluation regarding the adequacy, overall consistency and concrete application of the Policy, order to verify, in particular, the effective achievement of *performance* objectives;
- formulates proposals and/or opinions to the Board of Directors on the remuneration of executive directors and other directors who hold special offices, as well as on the setting of performance targets related to the variable component of such remuneration, monitoring the concrete application of the Remuneration Policy by verifying , in particular, the actual achievement of performance targets;
- Evaluates, periodically, the overall adequacy and consistency of the Remuneration Policy for Directors and top management;
- examines in advance the report on remuneration policy and compensation paid to be made available to the public for the Shareholders' Meeting.

In carrying out its functions, the Compensation Committee has access to information and business functions necessary for performance of its duties and may use external consultants at the Company's expense, within the limits of the *budget* approved by the Company's Board of Directors.

Attendance at Remuneration Committee meetings by third parties is usually by invitation from the Chairman of the Remuneration Committee itself with reference to individual agenda items.

Finally, in accordance with Recommendation No. 26 of the Corporate Governance Code, no director (and, more generally, no beneficiary, if any) takes part in Remuneration Committee in which proposals are made regarding his or her own remuneration or regarding the allocation of any benefits.

HR Management

The Group's HR function provides for the study of market trends and practices and provides the necessary analysis for the development of remuneration policies and their alignment with the highest quality *standards*, thereby supporting the work of the Remuneration Committee in setting the Policy.

Independent experts

In preparing the Policy, the Company's bodies did not use any independent experts.

Board of Auditors

The Board of Statutory Auditors formulates the opinions required by the regulations in force and expresses, in particular, its opinion with reference to the proposals for the remuneration of Directors holding special offices.

2. AIMS, OBJECTIVES, TARGET AUDIENCE AND DURATION OF THE POLICY

Aims and objectives

The Policy has as its main objective the pursuit of a responsible approach geared toward competence, performance and sustainability. Consistently, the adopted Policy gives significant weight to performance targets related to the impact of the company's activities on the environment, governance and social aspects in addition to the achievement of significant financial and economic results.

The Policy is instrumental in the pursuit of the sustainable success of the Company and takes into account the need to attract, dispose, retain and motivate people with the competence and professionalism required by their role in the Company.

The Policy, in fact, has the twofold objective of motivating existing *management* to achieve, in a sustainable manner and in the medium to long term, operational *performance* objectives that are consistent with the culture and values of the Company and to attract and retain, in a highly competitive labor market, the most talented people or those otherwise able to contribute most relevantly to the achievement of the company's *business targets*.

The Policy is guided by the following principles:

- <u>balance</u>: the Policy is constructed in such a way as to seek the best integration between the different components of remuneration and, in particular, between fixed and variable components, the latter articulated over a medium to long horizon;
- <u>sustainability</u>: the *performance* objectives to which the disbursement of the reward systems is linked are aligned with the sustainability *drivers* pursued by the Company. These systems are implemented over multi-year time frames, consistent with the Company's risk profile and with goal of increasing value over time for both the Group's *shareholders* and *stakeholders*;
- <u>Transparency</u>: the Company has a *governance* system in place to provide clarity in *management* compensation disclosure;
- <u>competitiveness</u>: the Policy defines compensation levels that are competitive with market practices and trends, with the aim of fostering the retention and protection of the Group's key resources by incentivizing their retention within the Group;
- <u>compliance</u>: the Company adheres to the recommendations of the Code of Corporate Governance and is inspired by national and international *best practices*, regarding remuneration.

Along with the above, the Policy also takes into consideration the compensation and working conditions of employees. In particular, Unidata adopts certain measures aimed at greater elasticity in the performance of work performance and improving the so-called "work-life balance." In particular, second-level agreements have been signed to encourage agile working arrangements.

In addition, the Policy uses tools and logic aimed at attracting, motivating and retaining people with the professional qualities necessary to contribute to the definition of the Company's growth strategy and the strengthening its medium- to long-term interests and sustainability. *Retention* strategies involving *stock grants* have also been applied to second lines considered *key people*.

In compliance with the aforementioned principles underlying the Policy and in pursuit of the purposes set forth therein, the Company plans to maintain and confirm the medium-to-long term variable incentive systems envisaged and dedicated to executive directors, executives with strategic responsibilities and/or other *key people* of the Group, correlating part of their remuneration to the achievement of predetermined objectives.

Target audience

The Policy applies to members of the Board of Directors, both executive and nonexecutive and independent, members of the Board of Statutory Auditors, general managers and executives with strategic responsibilities of the Issuer.

Duration

The Policy refers to an annual time frame.

Changes to the Policy that have occurred since the policy was last submitted to the Shareholders' Meeting

This Policy fiscal year 2025 is in substantial continuity with the previous policy for fiscal year 2024, which was approved by the Shareholders' Meeting on May 10, 2024.

3. COMPONENTS OF REMUNERATION

The Policy consists of the following elements:

- fixed component;
- short-term variable component (MBO);
- Medium- to long-term variable component;
- benefits.

The Company considered it appropriate to distinguish the compensation structure in relation to the executive/managerial skills and responsibilities recognized to the individuals concerned and consequently to independently define the criteria for determining the remuneration of:

- (i) Administrators, and in particular:
 - a) non-executive directors;
 - b) executive directors;
- (ii) Board of Auditors
- (iii) Executives with strategic responsibilities.

(i) Administrators

A fixed amount of compensation is provided for all Directors to ensure adequate remuneration for the work and commitment of the Directors to the Company.

The Board of Directors currently in office was appointed at the Shareholders' Meeting held on May 10, 2024, and remains in office until the date of the Shareholders' Meeting called to approve the financial statements as of December 31, 2026. The Shareholders' Meeting on that date also resolved to set the total gross annual fixed compensation payable to the members of the Board of Directors at 400,000.00 euros, including the compensation recognized to the members of the internal committees appointed by the Board, it being understood that additional fixed and variable compensation to the members of the Board of Directors holding special offices will be determined by the Board of Directors, after consulting with the Remuneration Committee and the Board of Statutory Auditors, in accordance with the criteria determined by the Remuneration Policy adopted by the Company.

In this regard, it should be noted that the balance between the fixed and variable components of remuneration on the total remuneration package is established having regard to the strategic objectives of the Company, taking into account the characteristics of the Company, providing, however, that the variable part should represent a significant part of the total remuneration.

On May 13, 2024, the Board of Directors resolved to allocate the aforementioned compensation by awarding each member of the Company's Board of Directors a gross annual compensation of 27,000.00 euros, and resolved to award the Chairman and Chief Executive Officer and the Vice Chairman, as directors holding special offices, pursuant to Article 2389, Paragraph 3 of the Civil Code, a fixed annual compensation - *pro rata temporis* - of 45,000.00 euros.

In addition, on May 13, 2024 the Board of Directors constituted from among its members the endoconsulting committees required pursuant to applicable laws and regulations and resolved to remunerate the members of each committee as follows:

- Euro 8,000.00 gross annually for each chairperson of each end-council committee and
- Euro 4,000.00 gross per year for each member of each end-council committee.

(ii) Board of Auditors

The amount of compensation payable to members of the Board of Statutory Auditors on an annual basis is determined by the Shareholders' Meeting pursuant to Article 2402 of the Civil Code.

As of the date of this Report, the total compensation of the Board of Statutory Auditors is Euro 94,000.00 gross per annum, broken down as follows: Euro 40,000.00 gross per annum for the Chairman and Euro 27,000.00 gross per annum for each regular auditor.

(iii) Executives with strategic responsibilities

The remuneration of executives with strategic responsibilities is determined, in accordance with the remuneration policies adopted by the Company, consistent with the duties assigned to them and is composed of a fixed annual component as employee compensation and a variable component.

3.1 Fixed component

The fixed component of remuneration is related, primarily, to: (a) professional specialization, (b) organizational role held, (c) responsibilities assumed, and (d) market practice for comparable professional positions.

With particular reference to the determination of the fixed remuneration of directors holding special offices, it is also specified that the Board of Directors shall take into account

(a) of the specific content of the powers delegated to the individual executive directors and/or (b) of the functions and role concretely performed and covered by the individual executive directors within the Company, thereby ensuring that remuneration is consistent with the nature of the tasks assigned to them and with the Company's medium- to long-term objectives, since no risk management policy has been formalized, however.

It should be noted that the proper combination of the fixed and variable components will take into account the application of a short-term incentive system (MBO) as further outlined in Section 3.2.2 below.

3.2 Variable component

Variable compensation is divided into a short-term component (typically annual - MBO System) and a medium- to long-term component, reserved solely for a population of key *managers*.

3.2.1 Short-term incentive

The short-term variable component is designed to incentivize the achievement of annual targets set in the Company's budget and in line with the business plan for the reporting year.

The short-term incentive (MBO) plan is based on:

- objective and unambiguous parameters of both economic/financial (including Adjusted EBITDA)
 and project, strategic or individual, related to the role that will be identified on a quantitative
 and qualitative basis with respect to the role they play;
- the results actually achieved, with a range that rewards extra achievement and, on the other hand, gradually decreases to zero if a predetermined minimum threshold is not reached.

The percentage of short-term variable component is determined by taking into account the weight of the role according to the position weighting methodology adopted, the person's technical, managerial and professional skills, the extent and nature of specific delegated powers assigned, and based on market practices.

The theoretical remuneration related MBO may be up to a maximum of 25 percent at *target* of fixed compensation, depending on both the complexities and responsibilities of the role and the *seniority* of the recipient.

Recipients of the short-term incentive (MBO) plan include, among others, current executive director Giampaolo Rossini and current nonexecutive director Paolo Bianchi, by virtue of their respective working relationships with the Company and key executive Roberto Giacometti.

In addition, the Board of Directors still reserves the right to award *one-time* compensation to executive directors and/or the Key Manager in the event of transactions or *performance* that it deems worthy of additional compensation.

For the sake of completeness, it should be noted that the President and CEO and Vice President of the Company are not among the MBO recipients.

3.2.1.1 Short-term variable compensation of Executive Director Giampaolo Rossini, Non-Executive Director Paolo Bianchi, and Executive with Strategic Responsibilities Roberto Giacometti.

The variable remuneration of Directors Paolo Bianchi and Giampaolo Rossini, for 2025, in their capacities as Unidata employees (Framework Area Bianchi, Executive Rossini) and the variable remuneration of Roberto Giacometti, Strategic Executive, are subject to the achievement of 95% of Group EBITDA ("Access Threshold"). This value is the same for all employees included among MBO recipients.

When the Threshold is exceeded, a *payout* structured 60% on a quantitative basis and the remaining 40% on a qualitative assessment is applied.

3.2.2. Medium- to long-term incentive

The variable component within the compensation packages offered in Unidata to executive directors and those holding special offices, executives with strategic responsibilities and/or other top individuals in the Group, consists of medium-to-long-term incentives, comprising a share-based incentive plan 2023-2025 (the "Plan"), approved by the Company's Board of Directors on May 24, 2023, with an overall duration of three years from January 1, 2023 to December 31, 2025, and which provides for, on the one, (a) annual financial and ESG targets, the achievement of which will allow each beneficiary, for each year, to obtain up to 25% of the shares allocated to him or her, and, (b) a three-year target correlated to the performance of the stock, the achievement of which will allow each Plan beneficiary to obtain up to 25% of the shares allocated to him or her.

Purpose of the Plan

The Plan is directed to:

- Linking overall remuneration and, in particular, the management incentive system, to the Company's performance and value creation for the Group, pursuing success in a sustainable manner;
- To direct key corporate resources toward strategies aimed at the pursuit of long-term results;
- Further develop retention policies aimed at promoting the retention of key corporate resources and encouraging them to stay with the Company or the Group;
- Further develop policies to attract talented resources, strengthening the attractiveness and competitiveness of the compensation package offered by the Company, to continue to develop the distinctive competencies of the Company and the Group.

The Plan also complies with the principles and criteria contained in Article 5 of the Corporate Governance Code and is designed in accordance with best market practices and trends.

This Plan was therefore identified as the most suitable tool for incentivizing top executives to pursue value creation goals.

Features of the Plan

The Plan consists of the free grant of rights entitling beneficiaries to receive free ordinary shares of the Company's common stock, based on the exercise ratio, upon achievement of certain objectives, financial and ESG in nature.

Each right granted to the beneficiaries will entitle them to receive 1 Unidata ordinary share free of charge under the conditions set forth in the regulations of the Plan itself and at the end of the *vesting period* equal to 1 year relative to hypothesis of achievement of each Annual Target and each Annual ESG Target, as well as equal to 3 years relative to the hypothesis of achievement of the Three-Year Target, as specified *below*.

The Plan consists of three cycles, and at the end of each cycle, upon the occurrence of certain conditions, the Board of Directors will review the achievement of objectives. Specifically:

- At the end of the first cycle of the Plan lasting from January 1, 2023 to December 31, 2023
 - the Board of Directors will consume the Annual Target (as defined *below*) for the fiscal year 2023 and the Annual ESG Target (as defined *below*) for the same fiscal year, and if the *target performance* is achieved, each beneficiary will be entitled to exercise the rights, equal to a total of 25% of the total rights allocated to him or her (*i.e.* 20% of the rights related to Annual Target and 5% of the rights related to Annual ESG Target), and will be entitled to the allocation of the Shares due to him or her based on the exercise ratio;
- at the end of the second cycle of the Plan having a duration from January 1, 2024 to December 31, 2024 the Board of Directors will proceed to the finalisation of the Annual Target (as defined below) for the financial year 2024 and the Annual ESG Target (as defined below) for the same financial year and, in the event that the target performance is achieved, each beneficiary will be entitled to exercise the rights, amounting to a total of 25% of the total rights granted to him/her (i.e. 20% of the rights related to the Annual Target and 5% of the rights related to Annual ESG Target), and will be entitled to the allocation of the shares due based on the exercise ratio;
- at the end of the third cycle of the Plan lasting from January 1, 2025 to December 31, 2025
 - the Board of Directors shall proceed to (a) the final accounting of the Annual Target (as defined below) for the fiscal year 2025 and the Annual ESG Target (as defined below) for the same fiscal year, and if the target performance is achieved, each grantee shall be entitled to exercise the rights, amounting to a total of 25% of the total rights granted to him/her (i.e, 20% of the rights related to Annual Target and 5% of the rights related to Annual ESG Target), and will be entitled to the allocation of the shares due based on the exercise ratio; and (b) upon the achievement of the Three-Year Target (as defined below) and, in case of the achievement of the target performance, each Grantee may

exercise the rights equal to 25 percent of the total rights allocated to it and will be entitled to the allocation of the shares due to it on the basis of the exercise ratio.

For the purposes of the Plan, objectives are articulated as follows:

- achievement of an annual Group EBITDA level calculated in accordance with the Company's business plan for each plan cycle (the "Annual Target"). Upon achievement of each Annual Target, each grantee will be eligible to exercise a number of rights equal to 20% of the total awarded. More specifically, with respect to each year of the Plan's duration (2023, 2024 and 2025):
 - in case of failure to achieve the threshold *performance* of 90% of the Annual Target, the assigned rights will be forfeited;
 - in the event that a percentage of the Annual Target between 90% and 100% is achieved, the number of exercisable rights-equal to 20% of the total allocated-may be exercised in proportion to the percentage of achievement of the Annual Target;
 - in the event that a percentage of the Annual Target between 100% and 120% is achieved the number exercisable rights-equal to 20% of the total allotted amount-may be exercised in proportion to the percentage of achievement of the Annual Target;
 - in the event that the percentage of the Annual Target exceeds 120 percent (one hundred and twenty percent), the number of exercisable rights-equal to 20 percent of the total allotted amount-may still not exceed 120 percent of the number of exercisable rights;
 - achievement of the Group's annual ESG target, for each Plan cycle (the "Annual ESG Target").
 Upon achievement of each Annual ESG Target, each grantee will be eligible to exercise a number of rights equal to 5 percent of the total amount awarded;
- achievement of the target market price of Unidata's ordinary shares at the end of the three-year period, determined on the basis of the performance of a sample of comparable companies identified by the Board of Directors on the grant date and, where necessary, updated on each verification date (the "Three-Year Target"). In the event that the Three-Year Target detected on the verification date is achieved, each grantee will be able to exercise a number of rights equal to the remaining 25% of the total number of rights allocated according to a linear interpolation criterion.

For the purposes of the exercise of rights and, consequently, the awarding of shares, the objectives will be achieved independently of each other. With respect to the achievement of the *performance* targets identified in the Plan, in the event of failure to achieve the threshold *performance* in relation to a particular target, the rights referable to that target will be forfeited and the recipient will not be entitled to be awarded the relevant shares.

This is without prejudice to the fact that the Company's Board of Directors, if it deems at its own discretion and unquestionable judgment that special circumstances exist and having heard the opinion of Remuneration Committee, may still allow the exercise, in whole or in part, of the rights assigned even in the event of failure to achieve the objectives.

On March 20, 2025, the Board of Directors approved the consolidated financial statements for the year ending December 31, 2024, and also reviewed the Annual Goal and the Annual ESG Goal.

For completeness, it should be noted that with regard to the 2025 *Vesting* period, the list of Plan beneficiaries has been updated due to changes in the Company's organizational structure.

Claw-back and malus

The Plan includes so-called "claw-back" clauses pursuant to which, in particular, the Company reserves the unilateral right to obtain the revocation, even partial, of the rights not yet exercised, or the return of the shares allotted following the exercise of the rights, net of any and all taxation suffered by the beneficiary, or if the shares had already been sold, the return of the net gain obtained.

Holding Period

The beneficiaries will be required to continuously hold, for a period of 24 months following each share grant date (the "**Holding Period**"), a number of shares at least equal to 50 percent of the shares granted from time to time following the exercise of rights.

3.3 Non-monetary benefits

Non-monetary benefits *standard* with respect to the office and role held (*e.g.*, cell phone, car, computer) may be provided to executive directors and key management personnel.

4. TREATMENT PROVIDED FOR TERMINATION OF OFFICE OR TERMINATION OF EMPLOYMENT

As of the date of the report, there are no plans to award or recognize any special compensation or other benefits to Directors and any Executives with strategic responsibilities who are terminated from office or for whom early termination of employment has occurred. It also constitutes a Company *policy* not to enter into any agreements with Directors and Managers with strategic responsibilities that regulate *ex ante* the economic aspects pertaining to the possible early termination of the relationship, whether at the initiative of the Company or the individual.

In case of termination of the existing relationship with the Company for reasons other than just cause, the orientation is to seek agreements for the "termination" of the relationship in a consensual manner. Without prejudice, in any case, to legal and/or contractual obligations, agreements for the termination of the relationship with the Company are inspired by the relevant *benchmarks*, within the limits defined by case law and practices.

Regarding the management of early termination agreements with its directors, the other Group companies also adhere to these criteria.

With respect to the Plan, in the event of the termination of the existing employment and/or administrative relationship between the individual beneficiary and Unidata or one of the Group companies (the "Relationship") prior to the grant date or otherwise prior to the delivery of the shares for each cycle of the Plan and unless otherwise determined by the Board of Directors in a more favorable sense for the beneficiaries:

- In case of termination following a *bad leaver* scenario:
 - where the event occurs after the shares have been granted, the beneficiary will retain ownership of the shares in his or her disposal, subject to compliance with the *Holding Period*;
 - where the event occurs after the exercise of rights, the beneficiary will lose the right to receive the shares;
 - where the event occurs before the vesting period has expired, the beneficiary will lose the right to exercise the rights, which will be automatically extinguished.

In case of termination of the Relationship as a result of a good leaver hypothesis:

- where the event occurs after the shares have been granted, the beneficiary will retain ownership of the shares in his or her disposal, subject to compliance with the *Holding Period*;
- where the event occurs after the exercise of rights, the beneficiary will retain the right to receive the shares, subject to compliance with the *Holding Period*;
- where the event occurs before the vesting period has elapsed, the beneficiary will retain
 the right to exercise rights until the date of termination of appointment or employment
 (on a pro-rata temporis basis).

In the event of a transfer of the Relationship to another Group company and/or in the event of termination of the Relationship and simultaneous establishment of a new Relationship within the Group, again as a beneficiary, the same will retain, *mutatis mutandis*, any right attributed to it the Plan.

5. COVERAGE INSURANCE, PREVIDENTIAL O PENSION DIFFERENT FROM COMPULSORY ONES

Having acknowledged in advance that there is no social security or pension coverage other than compulsory coverage, it should be noted that there is an insurance policy in place for third-party liability of Directors, Statutory Auditors and Executives in the performance of their duties (so-called "Directors & Officers Liability"), valid for the Company and its subsidiaries.

6. THE POLICY REGARDING THE REMUNERATION OF INDEPENDENT DIRECTORS AND DIRECTORS HOLDING SPECIAL OFFICES

Independent Directors

The remuneration of independent directors is not linked to the economic results achieved by the Company and/or the Group and is represented by a fixed component approved by the Shareholders' Meeting, as well as a fixed component approved by the Board of Directors for participation in endocommittees and, in particular, as of date of this report:

- for the Audit and Risk Committee there is a fixed annual gross total compensation of 16,000
 euros to be divided as 8,000 euros to the Chairman and 4,000 euros to each of the other
 members;
- for the Nomination, Remuneration and Sustainability Committee there is a fixed annual gross total compensation of 16,000 euros to be divided as 8,000 euros to the Chairman and 8,000 euros 4,000 for each of the other members;
- for the *Corporate Governance* and Related Party Transactions Committee, there is a fixed annual gross total compensation of 16,000 euros to be divided as 8,000 euros to the Chairman and 4,000 euros to each of the other members.

Directors holding special offices

For the rules governing the remuneration policy followed for directors holding special offices, please refer to what has already been indicated in Section 2 above.

7. CRITERIA FOR SETTING POLICY

The Remuneration Policy has been defined by the Company without using the remuneration policies of other companies as a reference. Remuneration levels and *pay-mix* are determined in accordance with the principles and purposes of the Policies and in consideration of market benchmarks.

8. DEROGATIONS

to Article 123-ter, paragraph 3-bis, of the TUF and Article 84-quater, paragraph 2-bis, letter c) of the Issuers' Regulations, provision is made for the possibility of temporary derogation from the Policy described in this Section I of the Report upon the occurrence of exceptional circumstances by which is meant those situations in which derogation from the Policy is necessary for the purpose of pursuing the long-term interests and sustainability of the Company as a whole or to ensure its ability to stand on the market, such as, for example, (i) the occurrence, at

national or international level, of extraordinary and unforeseeable events concerning the Group or the sectors and/or markets in which it operates, which could significantly affect the Group's results; (ii) the intervention of substantial changes in the organization of business activities, both of an objective nature (such as extraordinary transactions, mergers, divestitures, etc.) and of a subjective nature, such as changes in the top management team.

Elements of the Policy for which, under exceptional circumstances, exceptions may be made for temporally defined periods may include:

- The fixed and variable (medium- to) components of remuneration;
- any *bonuses* (including entry bonuses), nonmonetary benefits, incentive plans, insurance, social security or pension coverage, or emoluments of an extraordinary nature;
- The provision, payment and/or extent of treatment provided in the event of termination of office or termination of employment;
- The remuneration of independent directors, directors who participate in committees, and directors who hold special offices (chairman, vice chairman, etc.).

With regard to the procedures under which the waiver may be applied, any waiver of the Policy must be approved by the Board of Directors, after hearing the opinion of Compensation Committee and the possible assistance of independent third parties, subject to provisions of Consob Regulation No. 17221 of March 12, 2010 on related party transactions and the procedure adopted by the Company on related party transactions, where applicable.

The resolution of the Board of Directors shall determine the duration of this waiver and the specific elements of the Policy that are waived, subject to the above.

9. CRITERIA FOR DETERMINING THE REMUNERATION OF THE SUPERVISORY BOARD

The amount of compensation payable to members of the Board of Statutory Auditors on an annual basis is determined by the Shareholders' Meeting pursuant to Article 2402 of the Civil Code.

SECTION II - Fees paid

PART A

The compensation for members of the Board of Directors, the Board of Statutory Auditors, as well as key management personnel with reference to the fiscal year ending December 31, 2024, is shown below.

The compensation paid is consistent with the Company's compensation policy approved by the Board of Directors at its meeting on April 10, 2024 and by the Shareholders' Meeting on May 10, 2024.

1. FEES PAID

Administrators

Fixed component

On May 10, 2024, the Shareholders' Meeting resolved to set the total gross annual remuneration for the Board of Directors at a total of 400,000.00 euros for each year of their term of office, giving a mandate to the Board of Directors itself in relation to the division of this emolument among the directors.

On May 13, 2024, the Board of Directors, in consultation with the Board of Statutory Auditors, resolved to divide the above emolument as follows:

- Euro 72,000 for President Renato Brunetti;
- Euro 72,000 for vice president Marcello Vispi;
- Euro 27,000 for councilor Giampaolo Rossini;
- Euro 27,000 for board member Paolo Bianchi;
- Euro 27,000 for councilor Maurizio Tucci;
- Euro 27,000 for independent director Barbara Ricciardi;
- Euro 27,000 for independent director Alessandra Bucci;
- 27,000 euros for independent board member Stefania Argentieri Piuma;
- 27,000 euros for independent director Luca Annibaletti.

In accordance with the above, with reference to fiscal year 2024, the members of the Board of Directors were paid the following gross annual compensation in addition to reimbursement of expenses incurred in the performance of their duties:

- Euro 69,111 for President Renato Brunetti;

- 69,111 euros for vice president Marcello Vispi
- 24,472 euros for board member Giampaolo Rossini;
- Euro 24,472 the director Paolo Bianchi;
- Euro 17,250 for councilor Maurizio Tucci;
- Euro 24,472 for independent director Barbara Ricciardi;
- Euro 24,472 for independent director Alessandra Bucci;
- 24,472 euros for independent director Stefania Argentieri Piuma;
- Euro 24,472 for independent director Luca Annibaletti.

In addition, on May 13, 2024 the Board of Directors constituted from among its members the endoconsulting committees required pursuant to applicable laws and regulations and resolved to remunerate the members of each committee as follows:

- Euro 8,000.00 gross annually for each chairperson of each end-council committee and
- Euro 4,000.00 gross per year for each member of each end-council committee.

Regarding participation in endoconsiliar committees during FY2024, the following gross compensation was paid:

- Euro 5,111 independent director Luca Annibaletti;
- 12,194 euros for independent director Barbara Ricciardi;
- 13,833 euros for independent director Alessandra Bucci;
- 10,375 euros for independent director Stefania Argentieri Piuma.

Variable component

On September 12, 2023, the Board of Directors identified executive directors such as Board Chairman Renato Brunetti, Board Vice Chairman Marcello Vispi, executive director Giampaolo Rossini, and non-executive director Paolo Bianchi as beneficiaries of the Plan.

As of the date of approval of this Report, the following rights have been granted to the aforementioned beneficiaries:

- Chairman of the Board of Directors Renato Brunetti: no. 20,000 rights;
- Vice Chairman of the Board of Directors Marcello Vispi: no. 20,000 entitlements;
- Executive director Giampaolo Rossini: no. 10,000 rights.
- Non-executive director Paolo Bianchi: no. 10,000 rights;

On March 20, 2025, at the time of approving the consolidated financial statements for the year ended December 31, 2024, the Board of Directors summarized the achievement of the Annual Target and the Annual ESG Target for the second cycle of the Plan (lasting from January 1, 2024 to December 31, 2024), noting that in view of the achievement of the threshold performance of the Annual Target and the Annual ESG Target, the beneficiaries have accrued the right to exercise the number of rights related to the Annual Target and the Annual ESG Target.

For detailed information about the Plan, including how the variable component of compensation contributes to the Company's long-term results, see Section I, Paragraph 3 "Components of Compensation," well as Table 3A below.

In addition, the Board of Directors accounted for the achievement of the MBO-related EBITDA target, noting how, in view of the achievement of the EBITDA threshold *performance* target, the recipients had access to their MBO *target* goals, which were subsequently verified by the relevant departments of the Company with reference to each MBO recipient.

Non-monetary benefits

In line with market practices, certain *benefits* have been provided in favor of directors, including forms of welfare insurance coverage as well as more generally standard nonmonetary benefits (e.g., cell phone, computer).

Board of Auditors

On May 10, 2024, the Shareholders' Meeting resolved to set the total gross annual remuneration for the Board of Statutory Auditors at a total of EUR 94,000.00 for each year of office, broken down as follows: EUR 40,000.00 gross annual remuneration for the Chairman and EUR 27,000.00 gross annual remuneration for each statutory auditor.

In accordance with the above, with reference to the fiscal year 2024, the members of the Board of Statutory Auditors were paid the following gross annual compensation:

- 32,841 euros for President Pierluigi Scibetta;
- 20,915 euros for standing auditor Antonia Coppola;
- 20,915 euros for standing auditor Luigi Rizzi;

Alternate auditors received no remuneration.

Executives with strategic responsibilities

Roberto Giacometti as an executive with strategic responsibilities as well as the Company's Executive in Charge receives a fixed annual gross compensation of 174,200.00 euros; a variable compensation (MBO) of up to 20% of the RAL.

In addition to the above, among the beneficiaries of the Plan, the Board of Directors also identified Mr. Giacometti as an Executive with Strategic Responsibilities of the Company.

As of the date of approval of this Report, 10,000 rights have been granted to the aforementioned Strategic Executive

2. COMPENSATION AND/OR OTHER BENEFITS FOR LEAVING OFFICE OR TERMINATION OF EMPLOYMENT DURING THE FISCAL YEAR

As of the date of this Report, there are no agreements in place between the Issuer and the members its Board of Directors that provide for the payment of indemnities in the event of resignation, dismissal and/or removal without just cause or in any of termination of employment following a takeover bid.

3. EXCEPTIONS TO THE REMUNERATION POLICY APPLIED IN EXCEPTIONAL CIRCUMSTANCES

There were no exceptions to the remuneration policy FY2024.

4. APPLICATION OF EX POST CORRECTION MECHANISMS OF THE VARIABLE COMPONENT

In view of the characteristics of the Plan, for the analytical description of which please refer to Section I, Paragraph 3 "Components of Remuneration" of this Report, no ex-post correction mechanisms of the variable component of the remuneration of the recipients of the Plan were applied during the year 2024.

5. COMPARISON INFORMATION

Total remuneration of the members of the Board of Directors and the Board of Statutory Auditors.

Board of Directors	2024	2023		
Renato Brunetti	69.111	63.999,96		
Marcello Vispi	69.111	63.999,96		
Paul Bianchi	24.472	20.000,00		
Giampaolo Rossini	24.472	20.000,00		
Maurizio Tucci	17.250	-		

Barbara Ricciardi	24.472	26.815,00			
Alessandra Bucci	24.472	25.833,00			
Stefania Argentieri Feather	24.472	19.375,00			
Luca Annibaletti	17.250	-			
Stephen Ciurli	-	14.375,00			
Michela Colli	-	10.000,00			
Board of Auditors	2024	2023			
Pierluigi Scibetta	32.841	20.000,00			
Antonia Coppola	20.915	10.000,00			
Luca Damiani	-	5.556,00			
Luigi Rizzi	20.915	3.156,63			

Summary of the results of the Society

	2024	2023	%change
Total revenue	101.307.446	100.743.020	0,56 %
Gross margin (Ebitda)	27.007.848	24.082.904	10,83 %
Operating income (Ebit)	15.934.874	13.684.904	14,12 %
Result for the year	9.370.800	8.080.432	13,77 %

Change in average employee compensation from previous year

	2024	2023
Change	39.€	39.€

6. INFORMATION ON HOW THE COMPANY TOOK INTO ACCOUNT THE VOTE CAST BY THE SHAREHOLDERS' MEETING ON SECTION II OF THE REMUNERATION REPORT FOR THE YEAR 2023

At Annual General Meeting of Shareholders held on May 10, 2024, there were no shareholder evaluations in relation to Section II of the Remuneration Report on compensation paid in fiscal year 2023, which was approved by the affirmative vote of 97.87% of the shareholders present at the meeting.

PART B

The compensation paid in fiscal year 2024 for any reason and in any form by the Company in favor of the management and supervisory bodies, as well as, in aggregate form, for executives with strategic responsibilities is shown below.

The information in Tables 1, 2, 3A and 3B is provided separately with reference to positions in the Company and for any positions held in listed and unlisted subsidiaries and affiliates.

This includes all individuals who during the fiscal year served, even for a fraction of the period, as a member of the board of directors and control body, general manager or manager with strategic responsibilities.

TABLE 1 - Compensation paid to members of management and supervisory bodies, general managers and other key management personnel

The following table shows the remuneration referring to fiscal year 2024, identified on an accrual basis, due to the members of the Board of Directors and the Board of Statutory Auditors, general managers and executives with strategic responsibilities, in accordance with the provisions of Annex 3A, Schedule *7-bis*, of the Issuers' Regulations.

This includes all individuals who held the above positions during fiscal year, even for a fraction of a year.

(A)	(B)	(C)	(D)	(1)	(2)		(3)	(4)	(5)	(6)	(7)	(8)		
First and last name	Charge	Period for which the office was held	Expiration of term of office	Fixed fees	Comp enses for the participatio n in committees			compensationnon		Non- monet ary benefi ts	Other compensa tion	Total	Fair Value of Equity Compensation	Allowance for termination of office or dicessation of the relationship of work
						Bonuses and other incentives (*)	other incentives							
				Воз	ard of Directo	ors								
Renato Brunetti	President and executive director	01.01.24- 31.12.24	Assembly approval budget 2026	69.€						69.€				
	Of which compensation	on of the Compa	iny	69.€						69.€				
Of whic	h compensation from sul	bsidiaries and a	filiates											
Marcello Vispi	Vice president and executive director	01.01.24- 31.12.24	Assembly budget approval 2026	69.€						69.€				
	Of which compensation	on of the Compa	iny	69.€						69.€				

					Г	T	<u> </u>	1	1	ı
Of whice	ch compensation fro	om subsidiaries and	l affiliates							
Giampaolo Rossini	Executive director	01.01.24- 31.12.24	Assembly budget approval 2026	24.€	9.000 €+ 24.000 €(*)		RAL from dip:	177.€		
	Of which compe	nsation of the Con	npany	24.€	9.000 €+ 24.000 €(*)		RAL from dip 120.€	177.€		
Of whice	ch compensation fro	om subsidiaries and	l affiliates							
Paul Bianchi	Non-executive dire	01.01.24- 31.12.24	Assembly approval budget 2026	24.€	2.500 €+ 7.000 €(*)		RAL from dip 42,803 €	76.€		
	Of which compe	nsation of the Con	npany	24.€	2.500 €+ 7.000 €(*)		RAL from dip 42,803 €	76.€		
Of whice	ch compensation fro	om subsidiaries and	l affiliates							
Maurizio Tucci	Non-executive dire	10.05.24 - 31.12.24	Assembly approval budget 2026	17.€				17.€		
	Of which compe	nsation of the Com	npany	17.€				17.€		
Of whice	ch compensation fro	om subsidiaries and	l affiliates							
Roberto Giacometti			Assembly approval budget 2026		12.+ 34.000 €(*)		RAL from dip:	220.€		
	Of which compe	nsation of the Con	npany		12.+ 34.000€(*)		RAL from dip:	220.€		

I			1		1				
Of whic	h compensation from sub	osidiaries and af	filiates						
Luca Annibaletti	Independent director	10.05.24 - 31.12.24	Assembly approval budget 2026	17.€	5.€			22.€	
	Of which compensatio	on of the Compa	ny	17.€	5.€			22.€	
Of whic	h compensation from sub	osidiaries and af	filiates						
Barbara Ricciardi	Independent director	01.01.24 - 31.12.24	Assembly budget approval 2026	24.€	12.€			36.€	
	Of which compensatio	on of the Compa	ny	24.€	12.€			36.€	
Of whic	h compensation from sub	osidiaries and af	filiates						
Alessandra Bucci	Independent director	01.01.24 - 31.12.24	Assembly budget approval 2026	24.€	13.€			38.€	
	Of which compensatio	on of the Compa	ny	24.€	13.€			38.€	
Of whic	h compensation from sub	osidiaries and af	filiates						
Stefania Argentieri Feather	Independent director	01.01.24 - 31.12.24	Assembly budget approval 2026	24.€	10.€			34.€	
	Of which compensatio	on of the Compa	ny	24.€	10.€			34.€	

	ich compensation from so		iliates									
(II) Compensation	from subsidiaries and affi	liates										
(III) Total												
				Вс	oard of Audito	ors						
Pierluigi Scibetta (*) President	01.01.24 - 31.12.24	Assembly approval of budget 2025	32,841 Euros	-	-	-	-	-	32,841 Euros	-	-
	Of which compensat	ion of the Compa	ту	32,841 Euros	-	-	-	-	-	32,841 Euros	-	-
Of wh	ich compensation from s	ubsidiaries and aff	îliates	-	-	-	-	-	-	-	-	-
Antonia Coppola (†	*) Acting auditor	01.01.24 - 31.12.24	Assembly approval of budget 2025	20,915 Euros	-	-	-	-	-	20,915 Euros	-	-
	Of which compensat	ту	20,915 Euros	-	-	-	-	-	20,915 Euros	-	-	
Of wh	ich compensation from s	-	-	-	-	-	-	-	-	-		
Luigi Rizzi (*)	Acting auditor	01.01.24 - 31.12.24	Assembly approval budget	20,915 Euros	-	-	-	-	-	20,915 Euros		

20	25								
Of which compensation of the Company	20,915 Euros	-	-	-	-	-	20,915 Euros		
Of which compensation from subsidiaries and affiliates	-	-	-	-	-	-	0		
(I) Compensation in the reporting company.	-	_	_	-	_	_		_	_
(II) Compensation from subsidiaries and affiliates	-	-	_	-	-	-	-	-	_
(III) Total	-	-	_	_	-	-		-	_

^(*) This amount represents the MBO awarded if 100% of the defined goals are achieved. Consequently, it is intended as the maximum payable.

TABLE 2 - Stock-options granted to members of the board of directors, general managers and other key executives

There are no *stock-option* plans for members of the board of directors and other executives with strategic responsibilities and, therefore, the relevant table is not shown.

TABLE 3A - Incentive plans based on financial instruments, other than **stock options**, favor of members of the Administration, general managers and other executives with strategic responsibilities

			allocate non-vested p in the	instruments ed in the revious years e course exercise	Instrument	Instruments financial assigned in course of the year				Financial instruments vested in the course of the financial year and not attributed	vested year a	Financial instruments vested during the year and attributable		
А	В	(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)	(9)	(10)	(11)	(12)	
First name a nd last name	Uploa d to	Plan	Number and type of financial instruments	Vesting period	Number and type financial distruments	Fair value at date of allocation	Vesting period	Assignment date	Market price at allotment	Number and type of financial instruments	Number and type of financial instrument s	Value at date of accrual	Fair value	
Renato Brunetti	Presi dent e	Plan of Incentives one on base stock 2023- 2025	n. 11.000 rights correspondi ng to n. 11.000 actions Unidata	Annual (2023, 2024, 2025) e Triennial (2023- 2025)	15.500 Rights corresponds to n. 15.500 Actions Unidata	4,41	2023 - 2024-2025	12 September 2023	4,41	-	2.500 Rights corresponds to n. 2.500 Actions Unidata	2,98	2,98	
Marcello Vispi	Deput Y - Presi dent e	Plan of Incentives one on sharehol der base 2023- 2025	n. 11.000 rights correspond entities to no. 11,000 actions Unidata	Annual (2023, 2024, 2025) e Triennial (2023- 2025)	15.500 Rights corresponds to n. 15.500 Actions Unidata	4,41	2023 - 2024-2025	12 September 2023	4,41	-	2.500 Rights corresponds to n. 2.500 Actions Unidata	2,98	2,98	

Giampaol or Rossini	Amm inistr atore	Plan of Incentives one on base stock 2023- 2025	n. 5.500 rights correspondi ng to n. 5.500 actions Unidata	Annual (2023, 2024, 2025) e Triennial (2023- 2025)	7.750 Rights corresponds to n. 7.750 Actions Unidata	4.41	2023 - 2024-2025	12 September 2023	4.41	-	1.250 Rights corresponds to n. 1.250 Actions Unidata	2,98	2,98
Paul Bianchi	Adm inistr ator	Plan of Incentives one on sharehol der base 2023- 2025	n. 5.500 rights correspond entities to no. 5,500 actions Unidata	Annual (2023, 2024, 2025) e Triennial (2023- 2025)	7.750 Rights corresponds to n. 7.750 Actions Unidata	4.41	2023 - 2024-2025	12 September 2023	4.41	-	1.250 Rights corresponds to n. 1.250 Actions Unidata	2,98	2,98
No. 1 Executive strategic	CFO	Plan of Incentives one on base stock 2023- 2025	n. 5.500 rights correspondi ng to n. 5.500 actions Unidata	Annual (2023, 2024, 2025) e Triennial (2023- 2025)	7.750 Rights corresponds to n. 7.750 Actions Unidata	4.41	2023 - 2024-2025	12 September 2023	4.41	-	1.250 Rights corresponds to n. 1.250 Actions Unidata	2,98	2,98
(I) Compensati Unidata	ion in	Floor A (date related resolution)											
		Plan B (date related resolution)											
		Plan C (date related resolution)											

(II) Compensation from check e linked	Floor A (date related resolution)						
	Plan B (date related resolution)						
(III) Total		n. 38.500 rights correspond entities a n. 38.500 actions Unidata	54.250 Rights corresponding 54,250 Unidata shares			8,750 Rights correspondent i to no. 8,750 Actions Unidata	

TABLE 3B - Monetary incentive plans for members of the board of directors, general managers and other key management personnel

There are no monetary incentive plans for members of the board of directors, general managers and other executives with strategic responsibilities and, therefore, the relevant table is not shown.

SCHEDULE No. 7-TER - Outline regarding information on the shareholdings of members of management and supervisory bodies, general managers and other executives with strategic responsibilities

TABLE 1: Holdings of members of the governing and supervisory bodies and general managers

SURNAME AND FIRST NAME.	CHARGE	INVESTEE COMPANY	NUMBER OF SHARES HELD AT THE END OF THE FISCAL YEAR PREVIOUS	NUMBER OF SHARES PURCHASED	NUMBER OF SHARES SOLD	NUMBER OF SHARES HELD AT THE END OF THE FISCAL YEAR IN PROGRESS
Renato Brunetti	President a nd executive director	Unidata	612.000	-	-	612.000
Giampaolo Rossini	Executive director	Unidata	501.237	-	-	430.867
Marcello Vispi	Executive director	Unidata	602.000	-	-	602.000
Paul Bianchi	Non-executive director	Unidata	1.500	-	-	1.500

Maurizio Tucci	Non-executive director	Unidata	-	-	-	-
Barbara Ricciardi	Independent director	-	-	-	-	-
Alessandra Bucci	Independent director	-	-	-	-	-
Stefania Argentieri Feather	Independent director	-	-	-	-	-
Luca Annibaletti	Independent director	-	-	-	-	-
Pierluigi Scibetta	President	-	-	-	-	-
Antonia Coppola	Acting auditor	-	-	-	-	-

Luigi Rizzi	Acting auditor	-	-	-	_	-

TABLE 2: Holdings of other executives with strategic responsibility.

NUMBER DIRECTORS WITH RESPONSIBILITY STRATEGIC	SOCIETY. PARTICIPATION	NUMBER OF SHARES HELD AT THE END OF THE FISCAL YEAR PREVIOUS	NUMBER OF SHARES PURCHASED	NUMBER OF SHARES SOLD	NUMBER OF SHARES HELD AT THE END OF THE FISCAL YEAR IN PROGRESS
1	Unidata	1.000	_	_	1.000