



**ANNUAL REMUNERATION REPORT
OF DELCLIMA S.P.A.**

MARCH 2014

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DEFINITIONS

Below are the main definitions concerning the general remuneration policy of DeLclima S.p.A. used in this report, in addition to those indicated in the main text.

BOARD OF DIRECTORS	The “ <i>Board of Directors</i> ” of DeLclima S.p.A.
BOARD OF STATUTORY AUDITORS	The “ <i>Board of Statutory Auditors</i> ” of DeLclima S.p.A.
COMPENSATION AND APPOINTMENTS COMMITTEE OR CRN	The “ <i>Compensation and Appointments Committee</i> ” of DeLclima S.p.A..
CONSOB	Italian Securities and Exchange Commission with registered office in Rome, Via G. B. Martini 3.
CONSOLIDATED LAW ON FINANCE or TUF	Legislative Decree n° 58 of 14 th February 1998 (“ <i>Consolidated Law on the regulations concerning financial intermediation</i> ”) and subsequent amendments and additions.
CORPORATE GOVERNANCE CODE	Corporate Governance Code for listed companies prepared by the Corporate Governance Committee, promoted by Borsa Italiana (December 2011 edition) and available on the website: http://www.borsaitaliana.it/borsaitaliana/regolamenti/corporategovernance/corporategovernance.htm
DELCIMA S.P.A. OR DELCLIMA OR COMPANY	DeLclima S.p.A., with registered office in Treviso, via Ludovico Seitz 47.
GROSS ANNUAL REMUNERATION	The gross fixed annual component of remuneration of those who have an employment relationship with the Company.
GROUP	All the companies included in the consolidation scope of DeLclima.
INTERNAL CONTROL AND RISKS COMMITTEE OR CCR	The “ <i>Internal Control and Risks and Related Party Transactions Committee</i> ” of DeLclima S.p.A.
ISSUERS' REGULATION	Implementation Regulation of Legislative Decree n° 58 of 24 February 1998, concerning the issuers' regulation, adopted by Consob with Resolution n° 11971 of 14 May 1999 and subsequent amendments and additions.
LONG TERM INCENTIVE	The three-year variable component of remuneration refers to the long-term incentive plan 2013 - 2015 approved the Board of Directors of DeLclima S.p.A with resolution dated 28 th August 2013 in view of the employment relationship with the Company, of the Chief Executive Officer and General Manager of the

Company DeLclima S.p.A and the Manager responsible for preparing the company's financial reports (Financial Reporting Manager).

LONG-TERM INCENTIVE PLAN

Long-term incentive plan 2013 – 2015 approved by the Board of Directors of DeLclima S.p.A with resolution dated 28th August 2013.

MBO

The annual variable component of the remuneration given to the position of Executive Director or an employment relationship as manager, given based on the achievement of pre-defined business objectives, illustrated in subsection 3.5 of Section I of this Report.

OPC PROCEDURE

The *“Procedure for transactions with Related Parties of Gruppo DeLclima S.p.A.”* prepared in accordance with Consob Regulation no. 17221/2010 and approved by the Company's Board of Directors on 12th January 2012.

OPC REGULATION

The *“Regulation concerning transactions with related parties”* adopted by Consob with Resolution no. 17221 of 12th March 2010 subsequently amended and supplemented by Consob with Resolution no. 17389 of 23rd June 2010 end its subsequent amendments and/or additions and/or interpretations.

OTHER EXECUTIVES WITH STRATEGIC RESPONSIBILITIES

Managers who – in accordance with the provisions of Annex 1 to Consob Regulation no. 17221 of 12th March 2010 containing the rules for transactions with related parties, as subsequently amended – have the power and responsibility, whether directly or indirectly, for planning, directing and controlling activities of the company, other than the directors (whether executive or otherwise) and the standing members of the Board of Statutory Auditors of the Company.

In particular, Other Executives with Strategic Responsibilities of the Company are: the General Manager and the Manager responsible for drafting the company accounts.

SHAREHOLDERS' MEETING

The *“Shareholders' Meeting”* of DeLclima S.p.A.

PREAMBLE

The “Annual Report on Remuneration of DeLclima S.p.A.” (hereinafter the “**Report**”) has been approved by the Company's Board of Directors upon the proposal of the Compensation and Appointments Committee, on 11th March 2014, in compliance with the current legal and regulatory obligations laid down, in particular, by Art. 123-*ter* of the TUF and Art. 84-*quater* of the Issuers' Regulation.

The Report describes:

- in **Section I**, the policy adopted for the financial year 2014 with regard to the remuneration of the Company's Directors, the General Manager and other Executives with Strategic Responsibilities (hereinafter also the “**Policy**” or the “**Remuneration Policy**”) and the procedures employed to adopt and implement the same Policy;

- in **Section II**, (i) the remuneration paid to the Company's Directors, Statutory Auditors and Executives with Strategic Responsibilities in 2013; (ii) information on interests held in the Company and in its subsidiaries by members of the Board of Directors and Board of Statutory Auditors.

To better understand the contents of this Report, it should be noted that the Company is a holding company that does not engage in operating activities.

The contents of this Report:

a) are made available to the public, at the Company's office and on its website www.delclima.com - in the section “Investor Relations” - “Governance” - “Annual Shareholders' Meetings” - “2014” - by the 21st day before the date the shareholders' meeting is convened to approve the financial statements for the year 2013;

b) and then submitted to the Shareholders' Meeting for the purposes referred to in Articles 123-*ter* of the TUF and 84-*quater* of the Issuers' Regulation, and pursuant to and in accordance with Art. 13, subsection 3, letter b) of the OPC Regulation and by Art. 8.1, letter c) of the OPC Procedure.

SECTION I

REMUNERATION POLICY 2014

1. POLICY AIMS AND PRINCIPLES

1.1 AIMS

The Remuneration Policy of DeLclima S.p.A. is defined in accordance with the governance model adopted by the Company and the recommendations of the Corporate Governance Code, in order to:

- (i) align the interests of management with those of shareholders, pursuing the primary objective of creating sustainable value over the medium-long term by establishing a strong link between pay and performance;
- (ii) attract, retain and motivate people with the necessary personal and professional qualities to achieve the company's business development objectives, based on competitive company pay packages over the medium/long-term compared to the external market;
- (iii) acknowledge merit in order to adequately place a value on the individual contribution of managers.

1.2. GENERAL PRINCIPLES

In view of the aforementioned aims, the remuneration of Directors, Statutory Auditors, General Manager and Other Executives with Strategic Responsibilities is defined in accordance with the following principles and criteria:

- remuneration of non-executive Directors is proportionate to the commitment required with regard to participation in board committees;
- adequately balanced remuneration structure for directors with executive powers, the General Manager and Other Executives with Strategic Responsibilities in order to ensure the essential coherence between short-term development objectives and the sustainability in the creation of value for shareholders over the medium/long-term; more particularly, the remuneration structure consists of:
 - (i) a *fixed component* which is appropriate for the powers and/or responsibilities assigned;
 - (ii) a *variable component* defined with maximum limits and aimed at remunerating performance expected over the medium/long-term;
- consistency of the total remuneration (for each type of position) compared to those on the market which are applicable for similar positions and for the importance of the selected competition panel, through specific salary comparison analyses, also conducted with the support of leading consulting firms;
- objectives connected with variable remuneration which are pre-determined, measurable and defined in such a way as to ensure, through vesting periods and varied parameters, the remuneration of performance over the short- as well as the medium/long-term and based on the results achieved;
- periodic review of pay packages based on overall company and personal performance, the potential for future development of the individual and the competitiveness and attractiveness of salaries compared to market values;
- different modulation between the annual fixed component and short-term variable remuneration (MBO) with regard to the nature of the position held in the company and the responsibilities assigned in order to ensure the sustainability of the business results and the creation of value for shareholders over the medium-long term;
- benefits in line with the relevant salary market practices and consistent with local regulations, in order to complete and enhance the total remuneration package taking the positions and/or assigned responsibilities into account.

1.3. SCOPE OF APPLICATION

The Policy sets out the principles and guidelines which the Company follows and applies to Directors, Statutory Auditors, the General Manager and the Other Executives with Strategic Responsibilities.

Recently, at the meeting held on 11th March 2014, the Board of Directors of DeLclima S.p.A. defined Other Executives with Strategic Responsibilities as the following:

- (i) the General Manager;
- (ii) the Financial Reporting Manager responsible for drafting the company accounts;

The Policy has been prepared in line with the Issuers' Regulation and the recommendations on remuneration contained in the Corporate Governance Code as most recently amended in the December 2011 edition.

The Policy is the result of a clear and transparent process (described in subsection 2.3 below) in which the Board of Directors and the Compensation and Appointments Committee play a central role.

Companies directly and indirectly controlled by DeLclima determine their remuneration policies by applying principles and guidelines similar to those of the Company.

1.4 CHANGES COMPARED TO THE PREVIOUS FINANCIAL YEAR

As of the date this Report is approved, no substantial changes to the aims, general principles and scope of application of the remuneration policy applied by the Company in 2013 are envisaged.

* * *

2. GOVERNANCE OF THE REMUNERATION PROCESS

2.1 THE BODIES AND PERSONS INVOLVED

DeLclima's Remuneration Policy is defined in accordance with the regulatory provisions and by taking into account the statutory provisions, according to which:

- the **SHAREHOLDERS' MEETING**:
 - a) determines the remuneration for each member of the Board of Directors and the Executive Committee, if appointed, as well as the Statutory Auditors, at the time of their appointment and throughout the term of office;
 - b) resolves in favour of or against the Remuneration Policy (defined by the Board of Directors upon the proposal of the Compensation and Appointments Committee) in accordance with Art. 123-ter, paragraph 6 of the TUF; the resolution is not binding and the voting results must be disclosed to the market pursuant to Art. 125-quater, paragraph 2 of the TUF;
 - c) receives adequate information on the implementation of the Remuneration Policy;
 - d) resolves on the remuneration plans based on financial instruments for directors, employees and collaborators, including Executives with Strategic Responsibilities, pursuant to Art. 114-bis of the TUF;

- the **BOARD OF DIRECTORS**:

- a)* having examined the proposals of the Compensation and Appointments Committee and having heard the Board of Statutory Auditors, determines the additional remuneration of the Chairman and the Chief Executive Officer, and any other directors holding particular positions; the Board of Directors also determines the remuneration to be paid to Directors for their participation in board committees;
 - b)* defines, upon the proposal of the Compensation and Appointments Committee, the Company's Remuneration Policy;
 - c)* approves the Remuneration Report, pursuant to Art. 123-ter of the TUF;
 - d)* prepares, with the help of the Compensation and Appointments Committee, the remuneration plans based on shares or other financial instruments and submits them for the approval of the Shareholders' Meeting pursuant to Art. 114-bis of the TUF and, as delegated by the Shareholders' Meeting, is responsible for their implementation by making use of the Compensation and Appointments Committee;
 - e)* prepares, with the help of the Compensation and Appointments Committee, the medium/long-term cash incentive plans and is responsible for their implementation by making use of the Compensation and Appointments Committee;
 - f)* establishes among its members a Compensation and Appointments Committee in accordance with the principles of the Corporate Governance Code.
- In line with the Company's corporate governance, the Board of Directors also:
- g)* defines the objectives and approves the business results and the performance plans to which the determination of directors' variable remuneration is connected, if provided;
 - h)* approves the general criteria for the remuneration of Executives with Strategic Responsibilities;
 - i)* defines, upon the proposal of the director responsible for the internal control and risk management system and having heard the opinion of the Internal Control and Risks Committee, the remuneration structure for the Internal Audit Manager, in accordance with the Company's remuneration policies and upon the favourable opinion of the Internal Control and Risks Committee and having heard the Board of Statutory Auditors;

- the **COMPENSATION AND APPOINTMENTS COMMITTEE**:

- a)* submits for the approval of the Board of Directors, within the time limits established by law, the Remuneration Report and in particular the Remuneration Policy for directors and Executives with Strategic Responsibilities, for presentation at the Shareholders' Meeting convened for the approval of the financial statements;
- b)* periodically assesses the adequacy, overall coherence and practical application of the Remuneration policy adopted for directors and Executives with Strategic Responsibilities, using the information provided by the Chief Executive Officer; submits proposals on this subject to the Board of Directors;
- c)* submits proposals or expresses opinions to the Board of Directors regarding the remuneration of executive directors and other directors holding particular positions as well as the setting of performance objectives related to the variable component of such remuneration;
- d)* monitors the implementation of the resolutions adopted by the board itself and verifies, in particular, whether the performance objectives have effectively been achieved.
- e)* assists the Board of Directors in the preparation and implementation of (i) remuneration plans based on shares or other financial instruments and (ii) medium/long-term cash incentive plans;
- f)* reports to the shareholders on the manner of performing its functions; to this end, the presence of the Chairperson of the Compensation Committee or other member of the Committee at the Annual Shareholders' Meeting is recommended;
- g)* if it deems it necessary or appropriate for performing the tasks it is assigned, makes use of external consultants who are experts in remuneration policies; the experts must be independent and, therefore, for example, must not engage in important activities for the Human Resources function of DeLclima, the controlling shareholders of DeLclima or the Company's directors or

Executives with Strategic Responsibilities. The independence of external consultants is verified by the Compensation Committee before their appointment.

In connection with the functions attributed to it by the Board of Directors regarding appointments, the Compensation and Appointments Committee also:

- a)* submits opinions to the Board of Directors concerning the size and composition of the same and makes recommendations regarding the professionals whose presence on the Board is considered advisable;
- b)* makes recommendations concerning the maximum number of positions as director or auditor held in other companies listed on regulated markets (also abroad), in financial, banking, insurance companies or large companies that may be considered compatible with the effective performance of the position of director of the issuer;
- c)* makes recommendations concerning the Board's authorisation, in general and beforehand, of any exceptions to directors' non-competition restrictions laid down by Art. 2390 of the Italian Civil Code and with regard to any problematic issues;
- d)* proposes candidates for the office of director to the Board of Directors in cases of co-option, if it is necessary to replace the independent directors.

• **CHIEF EXECUTIVE OFFICER:**

- a)* submits proposals for medium/long-term incentive plans to the Compensation and Appointments Committee, including any plans based on financial instruments or, where appropriate, assists the Committee in the preparation of the same;
- b)* upon the instructions of the Board of Directors, prepares and implements, in accordance with the approved Guidelines and with the collaboration of the Group's Human Resources Management: *(i)* remuneration policy interventions for the individual executive, quantifying such interventions in consideration of the office held in the corporate organization, the professional skills, performance, potential for development as well as the competitive positioning of the remuneration packages compared to the market value for the office held, while keeping within the amounts set aside in the budget; *(ii)* incentive systems to which the maturation of the annual MBOs of Other Executives with Strategic Responsibilities and the Other Executives of the Company are linked;
- c)* provides the Compensation and Appointments Committee with any relevant information in order to enable it to assess the adequacy and effective application of the Remuneration Policy;

• the **BOARD OF STATUTORY AUDITORS** has an advisory role in the context of which:

- a)* it prepares the opinions required by law and, in particular, expresses its opinion with regard to the proposed remuneration of directors vested with particular duties, in accordance with Art. 2389, paragraph 3 of the Italian Civil Code; in expressing its opinion the Board of Statutory Auditors verifies the proposals submitted by the Compensation and Appointments Committee to the Board of Directors with the Company's Remuneration Policy;
- b)* at the invitation of the Compensation and Appointments Committee, it participates via its Chairman or other designated Statutory Auditor, in the meetings of the same Committee in which issues and matters which require its opinion are discussed.

The Remuneration Policy is defined after a formalized process (described in the subsection 2.3.) involving the Compensation and Appointments Committee, the Board of Directors and the Group's Human Resources Management.

2.2 THE COMPENSATION AND APPOINTMENTS COMMITTEE

DeLclima's *Compensation and Appointments Committee* was set up by the Company's Board of Directors in the meeting held on 10th November 2011, with effect from 1st January 2012. On the date this Report is presented, the Compensation and Appointments Committee is composed of the following non-executive directors, two of which are independent:

- Mr DOMENICO GUIDI – (Chairman and Independent Director);
- Prof. RAMON MARIMON – (Independent Director);
- Dr CARLO GARAVAGLIA – (Director).

In accordance with the principles of corporate governance, the composition of the Committee currently in office guarantees the presence of persons who, in consideration of their professional experience, possess the necessary knowledge and experience in financial matters as well as remuneration policies.

In the meeting held on 18th December 2012 the Board of Directors granted the Committee, in addition to proposing and consultative functions provided for by Art. 6 of the Corporate Governance Code regarding remuneration, also those of a proposing and consultative nature provided for by Art. 5 of the same Code with regard to the appointment of directors. As a result the Committee therefore changed its name to “*Compensation and Appointments Committee*” (for the list of the individual functions attributed to the Committee by the Board of Directors, see subsection 2.1 of this Report).

The work of the Compensation and Appointments Committee is coordinated by the Chairman and the meetings are minuted and the minutes are entered into the appropriate book.

In the performance of its duties, the Committee has the authority to access the information and business functions necessary for the execution of its duties, and to avail itself of external consultants.

It should be noted that the Board of Directors has not allocated an *ad hoc* budget for the Compensation and Appointments Committee, but from time to time, when the Committee deems it necessary or appropriate to use external consultants, the Company makes the resources necessary to perform its duties available to the same. In the case of recourse to external consultants, the Compensation and Appointments Committee first verifies that the same are not in a position that would compromise their independence of judgement.

Activities carried out in 2013

During 2013 the Compensation and Appointments Committee met 4 times in total: on 15th March, 9th and 27th May and 9th July with an average attendance of 100% of its members and for an average duration of 2 hours for each meeting.

At least one member of the Board of Statutory Auditors and the Group's Human Resources Director always attended the Committee's meetings, at the invitation of the Chairman and as Secretary of the Committee.

The activities the Committee was primarily engaged in during 2013 included:

- (i) preparation of a three-year (2013-2015) medium/long-term incentive system, called *Long Term Incentive Plan*, reserved for the General Manager as well as top management (including the Financial Reporting Manager responsible for drafting the company accounts) and/or to a limited number of key resources in the Group. This resulted in the submission of a proposal to the Board of Directors which approved the *Long Term Incentive Plan* on 28th August 2013;
- (ii) preparation of the Annual Remuneration Report for DeLclima S.p.A, which includes the Remuneration Policy 2013 pursuant to Art. 123-ter of the TUF, then submitted for the

approval of the Board of Directors and, subsequently, for the non-binding approval of the Shareholders' Meeting;

- (iii) verify the level of actual achievement of the performance objectives set for 2012 and evaluation of the related performance objectives for 2013, in relation to the MBO of the Chief Executive Officer and the General Manager, as well as the Financial Reporting Manager responsible for drafting the company accounts in his capacity as Executive with Strategic Responsibilities;
- (iv) examination of the proposal, then submitted to the Board of Directors, with regard to the payment of an extraordinary one-off payment linked to the non-activation of the Long Term Incentive Plan for 2012 for a limited number of executives (top management and/or key resources in the Group), including the Company's General Manager and the Financial Reporting Manager responsible for drafting the company accounts, in consideration of the employment relationship with DeLclima;

The committee met twice in the first months of the current year on 10th January 2014 and 6th March 2014 to:

- (i) prepare the Company's Annual Remuneration Report 2014, comprising the Remuneration Policy for 2014 and provided for by Art. 123-ter of the TUF, for the approval of the Board of Directors and, subsequently, to the non-binding vote of the Shareholders' Meeting;
- (ii) verify the level of actual achievement of the performance objectives set for 2013 and evaluate the related performance objectives for 2014, in relation to the MBO of the Chief Executive Officer and the General Manager, as well as the Financial Reporting Manager responsible for drafting the company accounts in his capacity as Executive with Strategic Responsibilities;
- (iii) assess the adequacy, overall coherence and practical application of the remuneration policy adopted for directors and Executives with Strategic Responsibilities.

2.3 PROCESS FOR DEFINING AND APPROVING THE POLICY

The Remuneration Policy is submitted to the approval of the Board of Directors each year upon the proposal of the Compensation and Appointments Committee. To draft the Policy the Compensation and Appointments Committee is assisted by the Group's Human Resources Management in order to collect market data in terms of practices, policies and benchmarking to be used to better prepare the policy, and, where necessary, also involves independent experts.

DeLclima's Board of Directors, having examined and approved the Policy, proposes it - in compliance with the provisions of Art. 123-ter of the TUF - to the non-binding vote of the Shareholders' Meeting, and makes it available at least 21 days before the Meeting is convened.

In order to the prepare this Policy, the Compensation and Appointments Committee has defined - as part of its duties - the structure and contents of the same in the meeting held on 6th March 2014 which was attended by the Chairman and a standing member of the Board of Statutory Auditors.

This Policy was then approved by the Board of Directors, upon the proposal of the Compensation and Appointments Committee, in the meeting held on 11th March 2014, at the same time as the approval of this Report.

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3. DESCRIPTION OF THE REMUNERATION POLICY 2014

The main features of the Remuneration Policy are highlighted below, in terms of the elements to the pay package and their determination, for the various offices identified by the provisions and regulations in force as well as for Other Executives.

3.1 REMUNERATION OF MEMBERS OF THE BOARD OF DIRECTORS

Among the members of the Board of Directors it is possible to distinguish between:

- Directors not vested with special duties ("**Non-Executive Directors**").
- Directors vested with special duties for emergencies only ("**Non-Executive Directors with emergency powers only**").
- Directors vested with special duties who can also be assigned specific functions ("**Executive Directors**").

The assignment of powers to directors for emergencies only is not sufficient, in itself, for them to be identified as Executive Directors.

In the Board of Directors in office on the date of this Report it is possible to identify as:

- *Non-Executive Directors*, the directors Silvia de' Longhi, Fabio de' Longhi, Carlo Garavaglia, Domenico Guidi and Ramon Marimon;
- *Non-Executive Director with emergency powers only*, the Chairman, Giuseppe de' Longhi;
- *Executive Director*, the Chief Executive Director (and General Manager) Carlo Grossi.

In accordance with Art. 2389 of the Italian Civil Code, the remuneration of all the members of the Board of Directors is determined at the time of their appointment: the Shareholders' Meeting sets the gross annual remuneration for each director for their term of office.

The Shareholders' Meeting of the Company held on 10th November 2011 set the annual gross remuneration of each member of the Board of Directors appointed for the three-year period 2012-2014 at € 30,000.00 and authorised the Board of Directors to define any higher remuneration for directors vested with special duties in accordance with the memorandum of association, pursuant to Art. 2389, third paragraph of the Italian Civil Code.

The members of the Board of Directors are entitled to reimbursement for expenses incurred in carrying out their duties.

3.1.1 REMUNERATION OF NON-EXECUTIVE DIRECTORS

In addition to that described in subsection 3.1 above, the Remuneration Policy for the Company's Non-Executive Directors provides, in compliance with the principles of corporate

governance, the allocation of a fixed remuneration and/or a fee for attending committees established within the Board of Directors which is set by the Board.

At the meeting held on 12th January 2012 the Board of Directors resolved to assign the members of the committees set up among its members (in particular, the Internal Control and Risks Committee and the Compensation and Appointments Committee) an attendance fee of €800 for each committee meeting the members of the committees attend.

The Internal Control and Risks Committee held 7 meetings during 2013, which were attended by all the members except for 1 meeting which was attended by 2 out of 3 members. Furthermore, 4 meetings of the Compensation and Appointments Committee were held which were attended by all the members of the Committee.

In line with the best practices, no variable component of the remuneration is envisaged for Non-Executive Directors.

3.1.2 REMUNERATION OF NON-EXECUTIVE DIRECTORS WITH ONLY EMERGENCY POWERS

In addition to those described in subsection 3.1 above, the Chairman of the Board of Directors is entitled to an additional fixed annual remuneration in consideration of the office held and the powers granted for emergencies only, to be determined by the Board of Directors upon the proposal of the Compensation and Appointments Committee.

This additional remuneration - equal to € 50,000 - was been decided upon by the Board of Directors, upon the proposal of the Compensation and Appointments Committee and having heard the opinion of the Board of Statutory Auditors, in the meeting held on 6th March 2012.

3.1.3 REMUNERATION OF EXECUTIVE DIRECTORS

The Remuneration Policy for DeLclima's Executive Directors envisages, in addition to that described in subsection 3.1 above, acknowledgement of additional remuneration determined according to the office held and the respective responsibilities.

This remuneration is set, in accordance with Art. 2389, third paragraph of the Italian Civil Code, by the Board of Directors upon the proposal of the Compensation and Appointments Committee after having heard the opinion of the Board of Statutory Auditors.

In order to define this remuneration, the Compensation and Appointments Committee assesses the positioning of the CEO's and the General Manager's total remuneration package in relation to the results achieved, with market values for similar position taken from a representative sample of leading companies (also listed companies) operating in the sector the Company belongs to (or related and/or similar sectors), or in other business contexts.

The remuneration of Executive Directors provides for:

- a **gross annual fixed component** which guarantees adequate and definite basic remuneration for their work as recompense for the position held in terms of breadth of responsibilities and impact on the business, reflecting the experience, skills and competencies required for each position, as well as the level of excellence demonstrated and the overall quality of the contribution to the business results. The work of the Executive Directors cannot be compensated with only variable instruments which could lead to zero pay-out in the event of adverse market conditions not ascribable to the directors themselves;
- a **variable component** linked to the achievement of economic results and any other specific pre-determined and measurable objectives, such as to ensure interest in pursuing value creation for the shareholders in the medium-long term. There is a fixed upper limit on the variable component of the remuneration.

The relationship between the fixed and variable components in the total package is structured in such a way that it focuses management's attention on growth and sustainability of the results over the medium term, reducing the risks of unbalanced trends in the short term.

In the case where the Executive Directors have an existing employment relationship, they enjoy non-monetary benefits similar to those envisaged for the Company's Other Executives with Strategic Responsibilities.

Remuneration of the CEO, General Manager and Other Executive with Strategic Responsibilities

In application of the guidelines illustrated above and in consideration of the employment relationship with the Company, the remuneration of the Chief Executive Officer and the General Manager (identified by the Board of Directors of the Company DeLclima S.p.A. as the Executive with Strategic Responsibilities) in office as at the date of this report is composed of the following elements:

- a **gross annual fixed component** set in relation to:
 - (i) his position as a member of the Board of Directors at the time of appointment (decided by the Shareholders' Meeting held on 10th November 2011 as € 30,000.00 gross for the three-year period 2012-2014);
 - (ii) the powers that have been attributed to him pursuant to Art. 2389, paragraph 3 of the Italian Civil Code (decided in the Board meeting held on 6th March 2012, upon the proposal of the Compensation and Appointments Committee and having heard the opinion of the Board of Statutory Auditors);
 - (iii) the existing employment relationship as an executive of the Company (corresponding to the amount received based on the existing relationship with DeLclima S.p.A.);
- a gross annual **variable component** (MBO) awarded once predefined business objectives are achieved (described in subsection 3.5) in relation to:
 - (i) the powers that have been attributed to him pursuant to Art. 2389, paragraph 3 of the Italian Civil Code;
 - (ii) the existing employment relationship as an executive of the Company (corresponding to the amount received based on the existing relationship with DeLclima S.p.A.);
- a medium-long term **variable component** represented by the participation:
 - (i) in consideration of the employment relationship as General Manager of the Company, in a medium/long-term incentive plan called the *Long Term Incentive Plan 2013-15* which, once the objectives assigned during the three-year period have been achieved, awards a predetermined incentive correlated to the position held in the business organization and the gross annual remuneration in effect at the time the plan is approved (for further details, please see subsection 3.6);
 - (ii) in consideration of the position of the Company's Chief Executive Officer, in a share-based remuneration plan involving the allocation of so-called "*Phantom Stock Options*" (for further details, please see subsection 3.7).

During 2013 the CEO, as well as the General Manager, received the following remuneration:

- **in terms of fixed remuneration:**
 - i) in relation to his position as a member of the Board of Directors at the time of appointment, a gross remuneration of € 30,000 and in addition a further remuneration of € 110,000 in his capacity as CEO;

ii) with regard to the existing employment relationship as manager of the Company DeLclima S.p.A., a gross annual remuneration of € 315,000.

• **in terms of variable gross annual component** (MBO) awarded once predefined business objectives are achieved (described in subsection 3.5):

- i) in relation to his position as CEO, a gross remuneration equal to € 52,800, compared to the gross theoretical remuneration that can be attained of € 60,000, as approved by the Board of Directors on 11th March 2014 upon the proposal of the Compensation and Appointments Committee;
- ii) in relation to the existing employment relationship as manager of the Company (corresponding to the amount received based on the existing relationship with DeLclima S.p.A.), a remuneration equal to € 52,800 compared to the gross theoretical remuneration that can be attained of € 60,000, as approved by the Board of Directors on 11th March 2014 upon the proposal of the Compensation and Appointments Committee.

3.2 REMUNERATION OF MEMBERS OF THE BOARD OF STATUTORY AUDITORS

On the date this Report has been approved, the Board of Statutory Auditors of DeLclima S.p.A., appointed with resolution of the Ordinary Shareholders' Meeting on 18th July 2011 and in office until the Shareholders' Meeting convened to approve the financial statements as at 31st December 2013, is composed as follows:

- Dr GIANLUCA PONZELLINI - (Chairman)
- Dr GIULIANO SACCARDI - (Standing Member)
- Dr MICHELE FURLANETTO - (Standing Member)

The remuneration of the standing members of the Board of Statutory Auditors is determined by the Shareholders' Meeting following the proposal of the Board of Directors or by the same shareholders and consists of a gross annual fixed component.

On 18th July 2011 the Shareholders' Meeting set, for the three-year period 2011-2013, the annual remuneration of the Chairman of the Board of Statutory Auditors at € 5,000.00 gross per annum and the remuneration of each of the two standing members at € 2,500.00 gross per annum. In consideration of the listing of the Company's shares, the Shareholders' Meeting held on 10th November 2011 then decided to increase such remuneration with effect from 1st January 2012 (effective date of the Demerger), providing for the Chairman of the Board of Statutory Auditors a gross annual remuneration of € 60,000.00 and for each of the two standing members a gross annual remuneration of € 40,000.00.

3.3 REMUNERATION OF OTHER EXECUTIVES WITH STRATEGIC RESPONSIBILITIES

Remuneration of the Other Executives with Strategic Responsibilities (with the exception of the General Manager) consists of the following elements:

- a **gross annual fixed component** defined according to the chosen positioning compared to the reference market, the levels of responsibilities and complexities managed, as well as the individual's professional skills, experience and development potential. This remuneration component is adjusted over time, in accordance with the market developments, by assessing the abilities and professional skills acquired and mainly the results produced and potential developed;
- a **variable component** (MBO) awarded once predefined business objectives are achieved, defined in quantitative terms with regard to the position held in the company (for further details, please see subsection 3.5);
- a medium-long term **variable component** represented by the participation in the *Long Term Incentive Plan 2013-15*, an incentive plan which, once the objectives assigned during the three-year period have been achieved, awards a predetermined incentive correlated to the position held in the business organization and in the gross annual remuneration in effect at the time the plan is approved (for further details, please see subsection 3.6).

As for the Executive Directors, the fixed component of the remuneration recompenses the position held in terms of breadth of responsibilities and impact on the business also for the Other Executives with Strategic Responsibilities, reflecting the experience, skills and competencies required for each position, as well as the level of excellence demonstrated and the overall quality of the contribution to the business results.

The variable component of the remuneration is designed to recognize the results achieved by management, establishing a link between pay and performance. The incentives reward the achievement of objectives, both in terms of quantity and quality, defining the payment of a variable bonus. There are fixed upper limits on the annual variable component of the remuneration.

With regard to the importance and critical nature of the position held in the Company, DeLclima can enter non-competition agreements and/or stability agreements with the Other Executives with Strategic Responsibilities which provide for the awarding of a predetermined amount in relation to the duration and extent of the restrictions contained in the agreements.

3.3.1 REMUNERATION OF THE MANAGER RESPONSIBLE FOR DRAFTING THE COMPANY ACCOUNTS (FINANCIAL REPORTING MANAGER)

The remuneration of the Financial Reporting Manager (identified by the Company's Board of Directors as the Executive with Strategic Responsibilities) is determined, in compliance with the above guidelines, in line with the tasks assigned to him.

Given that the Financial Reporting Manager has been identified by the Board of Directors as the Executive with Strategic Responsibilities, the rationale behind the awarding and determination of such remuneration corresponds to that regarding the remuneration for Other Executives with Strategic Responsibilities, described in subsection 3.3 above.

During 2013 the Financial Reporting Manager received:

- **in terms of fixed remuneration:**

- i) with regard to the existing employment relationship as manager of the Company DeLclima S.p.A., the gross annual remuneration of € 150,000.
 - ii) in relation to his position as a member of the Board of Directors of DL Radiators at the time of appointment, a gross remuneration of € 2,600 and in addition a further remuneration of € 12,500.
- **in terms of gross annual variable component (MBO)** awarded once predefined business objectives have been achieved (described in subsection 3.5) and in relation to the existing employment relationship as manager of the Company (corresponding to the amount received based on the existing relationship with DeLclima S.p.A.), a gross remuneration equal to € 42,525 compared to the gross theoretical remuneration that can be attained of € 45,000, as approved by the Board of Directors on 11th March 2014 upon the proposal of the Compensation and Appointments Committee.

3.4 REMUNERATION OF THE INTERNAL AUDIT MANAGER

The remuneration of the Internal Audit Manager is defined by the Board of Directors, upon the proposal of the Director responsible for the Internal Control and Risk Management System, upon the favourable opinion of the Internal Control Committee and having heard the Board of Statutory Auditors, in line with the tasks assigned to him.

3.5 ANNUAL VARIABLE COMPONENT (MBO)

MBO represents the annual variable component of the remuneration paid once short-term predefined business objectives are reached, whether quantitative or qualitative.

As a rule the quantitative objectives are linked to an incentive scale which expresses the bonus matured in relation to the degree the objective has been achieved. It envisages minimum values, under which the Company does not pay the incentive, and maximum values above which the Company will always pay the amount, namely the maximum percentage decided.

The MBO objectives for 2014 set for the Chief Executive Officer and the General Manager, as well as the Executive with Strategic Responsibilities, are linked to economic and financial indicators or specific projects, in accordance with the general principles laid down by this Policy (described in subsection 1.2).

In particular, the following parameters have been defined:

- budgeted EBITDA expressed as a percentage of the group's budgeted Turnover with a percentage weight on the total value of the MBO equal to 40%;
- budgeted Turnover for 2014 with a percentage weight equal to 20% of the total value of the MBO;
- Net Financial Position with a percentage weight equal to 20% of the total value of the MBO;
- Extraordinary Activities and Projects 2014 with a percentage weight equal to 20% of the total value of the MBO.

All the objectives as a whole are fixed and linked to the values and activities/projects included in the annual budget approved by the Company's Board of Directors, for the year the incentive refers to.

The MBO objectives for 2014 set for the Financial Reporting Manager are linked to economic and financial indicators or specific projects, in accordance with the general principles laid down by this Policy (described in subsection 1.2).

In particular, the following parameters have been defined:

- budgeted EBITDA expressed as a percentage of the group's budgeted turnover with a percentage weight on the total value of the MBO equal to 30%;
- budgeted Turnover for 2014 with a percentage weight equal to 10% of the total value of the MBO;
- Net Financial Position with a percentage weight equal to 10% of the total value of the MBO;
- Extraordinary Activities and Projects 2014 with a percentage weight equal to 50% of the total value of the MBO.

The weight of the MBO (expressed as a percentage) compared to the fixed component is approximately equal to:

- (i) 20% in the case of the Company's Chief Executive Officer, General Manager and Other Executive with Strategic Responsibilities;
- (ii) 30% for the Company's Manager responsible for drafting the company accounts and Other Executive with Strategic Responsibilities.

3.6 MEDIUM/LONG-TERM INCENTIVES

The medium/long-term incentives are the medium/long-term variable remuneration paid once medium/long-term predefined quantitative business objectives are reached.

The quantitative objectives are linked to an incentive scale which expresses the bonus matured in relation to the degree the objective has been achieved. It envisages minimum values, under which the Company does not pay the incentive, and maximum values above which the Company will always pay the amount, namely the maximum percentage decided.

In the meeting held on 28th August 2013 the Company's Board of Directors approved, upon the proposal of the Compensation and Appointments Committee and having heard the Board of Statutory Auditors, a medium/long-term incentive plan, called the Long Term Incentive Plan, for the three year period 2013-15 for the Company's General Manager, other Executives with Strategic Responsibilities, and a limited number of other executives (Top Management and/or key resources) if DeLclima and other companies in the Group, linked to the achievement of objectives of the Group's multi-year business plan approved by the Board of Directors.

The above plan:

- (i) is intended for a limited number of participants selected by the Board of Directors, upon the proposal of the Chief Executive Officer, having heard the opinion of the Compensation and Appointments Committee and the Board of Statutory Auditors;
- (ii) envisages the payment of cash sums once the approved performance conditions have been achieved (EBITDA, cumulative EBITDA and de-multiplicative factor linked to the level of working capital) and therefore is not based on shares or other financial instruments connected to the shares;
- (iii) does not envisage sums guaranteed for merely maintaining the employment relationship with the Company or with a company in the Group;

- (iv) envisages that any sums accrued are paid to beneficiaries in two instalments: 50% in May 2016 and the remaining 50% in December 2016, with a deferment deemed consistent with the nature of the business carried out and with the related risk profiles;
- (v) envisages a maximum limit for medium/long-term incentives.

3.7 SHARE-BASED REMUNERATION PLANS

The Shareholders' Meeting held on 23rd April 2012 approved a share-based remuneration plan (*Phantom Stock Option Plan*) 2012-2016, prepared by the Board of Directors upon the proposal of Compensation and Appointments Committee.

The Phantom Stock Option Plan is intended for the Company's Chief Executive Officer and is aimed at providing cash sums in relation to the increase in the value of DeLclima S.p.A. stock.

For a description of the Phantom Stock Option Plan, please see the Information Document drafted in accordance with Art. 114-*bis* of the TUF and Art. 84-*bis* of the Issuers' Regulation contained in the "*Relazione illustrativa Assemblea 23-26 aprile 2012*" [Explanatory Report on the Shareholders' Meeting 23-26 April 2012], available on the Company's website www.delclima.com, section "*Investor Relations*" - "*Governance*" - "*Assemblee*" - "*2012*".

3.8 NON-MONETARY BENEFITS

The remuneration for the Chief Executive Officer, General Manager and executive with strategic responsibilities, Other Executives with Strategic Responsibilities as well as other Executives of the Company includes various types of non-monetary benefits.

Company policy with regard to non-monetary benefits not arising from legal obligations or the national collective bargaining agreement (CCNL), envisages:

- the assignment of company cars for employees' use (including personal use), including different categories/values of car depending on the position held in the company; the Company charges each employee an amount inclusive of VAT each year for the personal use of the vehicle, and ensures that tax and social security contributions are applied to any residual amount of the benefit;
- FASI insurance coverage for reimbursement of additional medical expenses and supplemental RSM for the executive and his/her family unit;
- travel insurance;
- insurance for permanent disability and death from disease (IPM);
- supplementary insurance (PREVINDAI).

In view of specific personal circumstances, the remuneration package for Other Executives with Strategic Responsibilities may include the provision of accommodation at the expense of the Company (which, as a benefit, is duly subject to taxation and social security contributions).

3.9 INDEMNITY IN THE EVENT OF RESIGNATION, DISMISSAL WITHOUT JUST CAUSE OR TERMINATION OF EMPLOYMENT FOLLOWING A PUBLIC TAKEOVER BID

For Non-Executive Directors and the Chairman and Chief Executive Officer (also with regard to the existing employment relationship) no indemnity is envisaged (or has been formalised) in the event of termination of office for any reason.

For the Other Executives with Strategic Responsibilities no individual agreements are envisaged (or have been formalised) which regulate *ex ante* the economic aspects arising from early termination of employment by the Company or for any other cause, except as provided for in any non-competition agreements.

SECTION II

REMUNERATION AND INTERESTS 2013

1. REMUNERATION PAID DURING 2013

Information on the remuneration paid during the year ending on 31st December 2013 is given below. Explanation of the items and further information can be found in Section I of this Report.

**TABLE 1 – ANNEX 3A, SCHEME 7-BIS OF THE ISSUERS' REGULATION
REMUNERATION PAID DURING 2013 TO MEMBERS OF THE ADMINISTRATIVE AND AUDITING BODIES,
GENERAL MANAGERS AND OTHER EXECUTIVES WITH STRATEGIC RESPONSIBILITIES**

(A)	(B)	(C)	(D)	(1)	(2)	(3)		(4)	(5)	(6)	(7)	(8)
Name and surname	Office	Period for which office was held	Office expiry	Fixed remuneration	Compensation for committee participation	Variable non-equity compensation		Non-monetary benefits	Other remuneration	Total	Fair Value of equity compensation	Severance for end of office or termination of employment
						Bonus & other incentives	Profit sharing					
Giuseppe De' Longhi	Chairman of the Board of Directors	01/01/2013 31/12/2013	Approval of financial statements 2014									
(I) Compensation in the company preparing the financial statements				€ 30.000	^(a)					€ 80.000		
				€ 50.000	^(b)							
(II) Compensation from subsidiaries and associates				€ 100.000	^(a)					€ 100.000		
(III) Total				€ 180.000						€ 180.000		
Carlo Grossi	Chief Executive Officer	01/01/2013 31/12/2013	Approval of financial statements 2014									
(I) Compensation in the company preparing the financial statements				€ 30.000	^(a)		€ 52.800	^(d)	€ 16.670	^(f)	€ 577.270	
				€ 110.000	^(b)		€ 52.800	^(e)				
				€ 315.000	^(c)							
(II) Compensation from subsidiaries and associates										€ -		
(III) Total				€ 455.000			€ 105.600		€ 16.670		€ 577.270	
Fabio De' Longhi	Non-executive Director and Director	01/01/2013 31/12/2013	Approval of financial statements 2014									
(I) Compensation in the company preparing the financial statements				€ 30.000	^(a)					€ 30.000		
(II) Compensation from subsidiaries and associates										€ -		
(III) Total				€ 30.000						€ 30.000		

(A)	(B)	(C)	(D)	(1)	(2)	(3)		(4)	(5)	(6)	(7)	(8)
Name and surname	Office	Period for which office was held	Office expiry	Fixed remuneration	Compensation for committee participation	Variable non-equity compensation		Non-monetary benefits	Other remuneration	Total	Fair Value of equity compensation	Severance for end of office or termination of employment
						Bonus & other incentives	Profit sharing					
Silvia De' Longhi	Director	01/01/2013 31/12/2013	Approval of financial statements 2014									
(I) Compensation in the company preparing the financial statements				€ 30.000	^(a)					€ 30.000		
(II) Compensation from subsidiaries and associates										€ -		
(III) Total				€ 30.000						€ 30.000		
Domenico Guidi	Director	01/01/2013 31/12/2013	Approval of financial statements 2014									
(I) Compensation in the company preparing the financial statements				€ 30.000	^(a)	€ 8.800				€ 38.800		
(II) Compensation from subsidiaries and associates										€ -		
(III) Total				€ 30.000		€ 8.800				€ 38.800		
Carlo Garavaglia	Director	01/01/2013 31/12/2013	Approval of financial statements 2014									
(I) Compensation in the company preparing the financial statements				€ 30.000	^(a)	€ 8.000				€ 38.000		
(II) Compensation from subsidiaries and associates										€ -		
(III) Total				€ 30.000		€ 8.000				€ 38.000		
Ramon Marimon	Director	01/01/2013 31/12/2013	Approval of financial statements 2014									
(I) Compensation in the company preparing the financial statements				€ 30.000	^(a)	€ 8.800				€ 38.800		
(II) Compensation from subsidiaries and associates										€ -		
(III) Total				€ 30.000		€ 8.800				€ 38.800		

(A)	(B)	(C)	(D)	(1)	(2)	(3)		(4)	(5)	(6)	(7)	(8)			
Name and surname	Office	Period for which office was held	Office expiry	Fixed remuneration	Compensation for committee participation	Variable non-equity compensation		Non-monetary benefits	Other remuneration	Total	Fair Value of equity compensation	Severance for end of office or termination of employment			
						Bonus & other incentives	Profit sharing								
Vincenzo Maragliano	Financial Reporting Manager responsible for preparing company accounts	01/01/2013 31/12/2013	Approval of financial statements 2014												
(I) Compensation in the company preparing the financial statements				€ 150.000	(c)			€ 42.525	(d)		€ 14.526	(f)	€ 207.051		
(II) Compensation from subsidiaries and associates				€ 2.600	(a)								€ 15.100		
				€ 12.500	(b)										
(III) Total				€ 165.100				€ 42.525			€ 14.526		€ 222.151		
Gianluca Ponzellini	Chairman of the Board of Statutory Auditors	01/01/2013 31/12/2013	Approval of financial statements 2014												
(I) Compensation in the company preparing the financial statements				€ 60.000	(a)							€ 60.000			
(II) Compensation from subsidiaries and associates															
(III) Total				€ 60.000								€ 60.000			
Giuliano Saccardi	Standing Member	01/01/2013 31/12/2013	Approval of financial statements 2014												
(I) Compensation in the company preparing the financial statements				€ 40.000	(a)							€ 40.000			
(II) Compensation from subsidiaries and associates				€ 13.000	(a)							€ 20.500			
				€ 7.500	(a)										
(III) Total				€ 60.500								€ 60.500			
Michele Furlanetto	Standing Member	01/01/2013 31/12/2013	Approval of financial statements 2014												
(I) Compensation in the company preparing the financial statements				€ 40.000	(a)							€ 40.000			
(II) Compensation from subsidiaries and associates				€ 8.700	(a)							€ 8.700			
(III) Total				€ 48.700								€ 48.700			

NOTES:

- a) Emoluments approved by the Shareholders' Meeting, even if they have not been paid
b) Remuneration received for the performance of special duties, pursuant to Art. 2389, paragraph 3, of the Italian Civil Code (e.g. by the Chairman and Chief Executive Officer)-
c) Fixed remuneration from employment gross of income tax and social security contributions payable by the employee, excluding obligatory collective social security costs payable by the Company and provision for severance indemnities.
d) Variable remuneration (MBO) for the year, even if it has not been paid, related to the existing employment relationship with the Company.
e) Variable remuneration (MBO) for the year, even if it has not been paid, related to the performance of special duties, pursuant to Art. 2389, paragraph 3 of the Italian Civil Code.
f) Non-monetary benefits related to the employment relationship.

TABLE 3A – ANNEX 3A, SCHEME 7-BIS OF THE ISSUERS' REGULATION

INCENTIVE PLANS BASED ON FINANCIAL INSTRUMENTS, OTHER THAN STOCK OPTIONS, IN FAVOUR OF THE MEMBERS OF THE ADMINISTRATIVE BODY, GENERAL MANAGERS AND OTHER EXECUTIVES WITH STRATEGIC RESPONSIBILITIES

(A)	(B)	(1)	Financial instruments assigned during previous years and not vested during the year		Financial instruments assigned during the year					Financial instruments vested during the year and not assigned	Financial instruments vested during the year and able to be assigned		Financial instruments relevant to the year
			(2)	(3)	(4)	(5)	(6)	(7)	(8)	(9)	(10)	(11)	(11)
NAME AND SURNAME	OFFICE	PLAN	NUMBER AND TYPE OF FINANCIAL INSTRUMENTS	VESTING PERIOD	NUMBER AND TYPE OF FINANCIAL INSTRUMENTS	FAIR VALUE ON ASSIGNMENT DATE	VESTING PERIOD	ASSIGNMENT DATE	MARKET PRICE UPON ASSIGNMENT	NUMBER AND TYPE OF FINANCIAL INSTRUMENTS	NUMBER AND TYPE OF FINANCIAL INSTRUMENTS	VALUE ON MATURITY	FAIR VALUE
CARLO GROSSI	Chief Executive Officer												-
(I) Remuneration in the company preparing the financial statements		<i>Phantom stock option plan</i> (23.04.2012)	-	-	1,000,000 PSO-	0	From 23 April 2012 to 30 June 2015	23 April 2012	0.622 ^(a) 0.609 ^(b)	-	-	-	-
(II) Remuneration from subsidiaries and associates		-	-	-	-	-	-	-	-	-	-	-	-
(III) Total		-	-	-	1,000,000 PSO	-	-	-	-	-	-	-	-

NOTES:

- a) Price at 16th March 2012, date of the meeting of the Compensation Committee which approved the assignment proposal.
b) Price at 19th March 2012, date of the meeting of the Board of Directors which approved the assignment proposal.

TABLE 3B – ANNEX 3A, SCHEME 7-BIS OF THE ISSUERS' REGULATION

**MONETARY INCENTIVE PLANS IN FAVOUR OF THE MEMBERS OF THE ADMINISTRATIVE BODY,
GENERAL MANAGERS AND OTHER EXECUTIVES WITH STRATEGIC RESPONSIBILITIES**

(A)	(B)	(1)	(2)			(3)			(4)
Name and surname	Office	Plan	Bonuses from this year			Bonuses from previous years			Other Bonuses
			(A)	(B)	(C)	(A)	(B)	(C)	
			Payable/Paid	Deferred	Period of deferment	No longer payable	Payable/Paid	Still deferred	
Carlo Grossi	Chairman								
(I) Compensation in the company preparing the financial statements		MBO Plan 2013 (resolution of 28 August 2013)	€ 52.800	(a)					
			€ 52.800	(b)					
(II) Compensation from subsidiaries and									
(III) Total			€ 105.600						
Vincenzo Maragliano	Financial Reporting Manager responsible for preparing the company accounts								
(I) Compensation in the company preparing the financial statements		MBO Plan 2013 (resolution of 28 August 2013)	€ 42.525	(a)					
(II) Compensation from subsidiaries and									
(III) Total			€ 42.525						

- NOTES:
- a) Component of the short-term monetary incentive Plan relating to the existing employment relationship with the Company.
 - b) Component of the short-term monetary incentive Plan relating to the performance of special duties, pursuant to Art. 2389, paragraph 3 of the Italian Civil Code.

2. INTERESTS HELD AS AT 31ST DECEMBER 2013

The Table below shows the interests held during the period from 31st December 2012 to 31st December 2013 in DeLclima S.p.A. and in the companies it controls as at 31st December 2013, by the Company's directors and statutory auditors as well as by their spouses, unless legally separated, and minor children, whether directly or by means of subsidiaries, trust companies or via a third party, resulting from the Shareholders' Register, from the communications received and from other information acquired.

TABLE 1 – ANNEX 3A, SCHEME 7-TER OF THE ISSUERS' REGULATION

**INTERESTS HELD BY THE MEMBERS OF THE ADMINISTRATIVE AND AUDITING BODIES AND
THE GENERAL MANAGERS**

NAME AND SURNAME	OFFICE	INVESEE COMPANY	NUMBER OF SHARES HELD AT THE END OF THE PREVIOUS FINANCIAL YEAR	NUMBER OF SHARES ACQUIRED	NUMBER OF SHARES SOLD	NUMBERS OF SHARES HELD AT THE END OF THE CURRENT FINANCIAL YEAR
GIUSEPPE DE' LONGHI	Chairman of the Board of Directors	DeLclima S.p.A.	2.432.000	-	-	2.432.000
FABIO DE' LONGHI	Non Executive Director	DeLclima S.p.A.	1.029.000	-	329.000	700.000
CARLO GARAVAGLIA	Director	DeLclima S.p.A.	6.900	-	-	6.900