

# ***El Towers S.p.A.***

## ***Compensation Report***

***in accordance with Article-123 ter of Legislative Decree no. 58/1998 and the orders  
for implementation issued by CONSOB***

This document is an English translation of an original Italian text. In the event of discrepancies between the original Italian text and this English translation, the original Italian text shall prevail.

## **SECTION I**

### ***POLICY ON THE SUBJECT OF DIRECTOR COMPENSATION AND COMPENSATION TO MANAGERS WITH STRATEGIC RESPONSIBILITIES***

#### **1. Introduction**

This report, which was approved by the Board of Directors on March 19, 2015, illustrates the principles and the guidelines of EI Towers S.p.A.'s policy on director compensation and compensation to managers with strategic responsibilities, and supplies information about the implementation of the policy, with regard to transparency and compliance with applicable laws and regulations.

The compensation policy is based on the conviction that a strong link exists between director compensation and compensation to managers with strategic responsibilities, company performance and creation of value for the shareholders.

The compensation policy is to be presented to the meeting of the shareholders for approval pursuant to the provisions contained in (i) the CONSOB Resolution no. 18049 of December 23, 2011, in the implementation of Article 123-ter of Legislative Decree no. 58/1998 (Consolidated Financial Act) with respect to the transparency of the compensation of directors in publicly traded companies, (ii) Article 13 of the CONSOB Resolution n. 17221 of March 12, 2010 referring to transactions with related parties, and (iii) Article 7, letter c) of the Procedures for Transactions with Related Parties adopted by the Company and published on the Internet site: [www.eitowers.it](http://www.eitowers.it)

With the approval of the financial statements as at December 31, 2014, the term of office of the current Board of Directors, appointed on February 29, 2012, will expire, pursuant to the law and to the corporate Bylaws. The Company intends to maintain the remuneration policy guidelines defined in the last years for EI Towers' directors and managers with strategic responsibilities, avoiding to modify significantly these guidelines following the forthcoming appointment of the new members of the Board of Directors. Any change or amendment to this policy that should occur in the current year shall be accounted for in the next annual Compensation Reports.

## 2. Governance model

### ***2.1 Bodies and/or persons involved***

The compensation policy is clearly and transparently defined through a process that involves the Board of Directors, the Compensation Committee, the Human Resources and Organization Department, and the shareholders' meetings.

The Board of Directors, upon the proposal of the Compensation Committee, defines the policy for director compensation and compensation to managers with strategic responsibilities.

Every year, the directors submit to the meeting of the shareholders the report that describes this policy, and request the approval thereof of the shareholders.

General guidelines of the compensation policy are consistent with the medium-long term planning process (EI Towers long-term plan) and with the short-term budget cycle.

Indeed:

- they must be compatible with the Group's business/financial objectives outlined in the long-term plans and budgets examined by the Board of Directors;
- the variable components of compensation are tied to earnings and financial aggregates for the Group.

At a meeting held on March 17, 2015, the Compensation Committee formulated a proposed policy for director compensation and compensation to managers with strategic responsibilities; the Board of Directors examined and approved the policy at its meeting on March 19, 2015.

### ***2.2 Compensation Committee***

In accordance with the provisions of prevailing laws and regulations and the Borsa Italiana Corporate Governance Code to which the Company conforms, the EI Towers Compensation Committee is made up entirely of non-executive and independent directors, with at least one of those directors having adequate knowledge and experience in financial matters, as assessed by the Board of Directors at the time of the appointment. The members are the directors Alberto Giussani (chairman), Manlio Cruciatti and Richard Hurowitz (the last of whom was elected by the shareholders from the lists drawn up by minority shareholders). The Compensation Committee:

- periodically assesses the adequacy, overall consistency and concrete application of the compensation policy, making use in this last regard of the information supplied by the chief executives; it formulates proposals on the subject to submit to the Board of Directors;

- submits proposals or expresses opinions to the Board of Directors about the compensation of the executive directors and of the other directors who cover important positions, and about the setting of the performance objectives related to the variable component of such compensation; it monitors the application of the decisions adopted by the Board of Directors, verifying, in particular, the actual achievement of the performance objectives.

### ***2.3 Involvement of independent experts***

As part of the aforementioned periodic assessment of the director compensation policy, the Compensation Committee analyzes and evaluates the equity and competitiveness of the compensation of the chief executives, both at an overall level and with respect to the individual components, making use, if needed, of independent external consultants who are experts in compensation policies.

The Committee did not make use of independent experts in preparing the compensation policy. The Board of Statutory Auditors was present at the Committee meeting held on March 17, 2015.

### **3. Policy for director compensation and compensation to managers with strategic responsibilities: objectives and principles**

EI Towers S.p.A.'s policy for the chief executives, who are also managers with strategic responsibilities, has the purpose of reinforcing values, capacities and conduct, aligning them to the business strategies, through the recognition of the responsibilities and critical factors of the role covered, of the results achieved, and of the quality of the professional contribution, from the perspective of the competitiveness on the labor market.

EI Towers considers the compensation policy as a fundamental lever for motivating key resources and building sound relationships with those resources, and for contributing to creating value sustainable over the medium-long term for all of the stakeholders.

The overall compensation structure provides for a balanced package of fixed and variable monetary and non-monetary elements, aimed at strengthening the commitment, individual contribution and alignment with the Company's strategic objectives.

The overall compensation positioning must be such as to guarantee the competitiveness with respect to the external market and to insure internal equity, including on a basis consistent with the levels of performance achieved.

In the case of the non-executive and/or independent directors, the compensation is aimed at recognizing the execution of the activities assigned and the commitment requested, and it does not include any variable performance-related components.

### ***3.1 Elements of director compensation***

The policy establishes principles and guidelines for the definition of the compensation:

- of the executive directors<sup>1</sup>, including the CEOs;
- of the other non-executive and independent directors of the Company, including the chairman.

With respect to the determination of the compensation of the members the Company's Board of Directors, the meeting of the shareholders of February 29, 2012 passed a resolution providing:

- Euro 290,000.00, with option of withdrawing amounts during the year in one or more transactions, as the total gross annual fees to be paid to the Board of Directors, inclusive of the amount due to directors vested with specific responsibilities, providing a mandate to the Board of Directors for the distribution of the sum among the directors;
- Euro 1,000.00 (pre-tax) for the chairman and in Euro 500.00 (pre-tax) for the remaining directors, as attendance fees to be paid for the participation in each meeting of the Board of Directors and of the committees appointed by the Board of Directors.

On March 7, 2012, the Board of Directors, with the favorable opinion of the Compensation Committee, whose members were all present, and with the favorable opinion, to the extent necessary, of the Board of Statutory Auditors, passed a resolution for the distribution of the aforementioned total gross annual fees among the directors, including therein the directors vested with specific responsibilities.

### ***3.2 Elements of the compensation to managers with strategic responsibilities***

The compensation package includes the following components:

- **fixed component**, which is to be paid for the responsibilities delegated, the experience and the distinctive skills possessed, and is to be in line with the best market practices, so as to guarantee an adequate retention level;
- **variable component**, which ensures the growth of enterprise value and the achievement of results sustainable over time, including above and beyond those defined from year to year as part of the budget, in respect of EI Towers' long-term strategic plans, and the alignment of management's objectives with those of all of the shareholders; for this purpose, the Company may make use of monetary and/or share-based compensation, in relation to the best market practices and the characteristics of the payment instrument; and,

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<sup>1</sup> Managers of the Company.

- **benefits**, which are non-monetary elements complementary to the other components of compensation, and which represent a competitive advantage and meet various needs of the manager (welfare, improvement in the quality of life).

#### **4. Compensation to chief executives, including with consideration to their role as managers with strategic responsibilities**

The elements of the fixed component of compensation of each of the two chief executives are broken down into:

- **compensation** as directors vested with specific responsibilities; as indicated in Paragraph 3.1, the Board of Directors, after having received the express mandate from the meeting of the shareholders held on February 29, 2012, and with the favorable opinion of the Compensation Committee, whose members were all present, and with the favorable opinion, to the extent necessary, of the Board of Statutory Auditors, passed a resolution whereby the total gross annual fees authorized for the directors would be split among the directors, including therein the directors vested with specific responsibilities; in particular, the determination of the compensation of the two chief executives took into account the sector of activity in EI Towers operates and the related characteristics of the business activity concretely carried out, as well as the respective spheres of responsibility delegated to each of the chief executives by the Board of Directors;
- **gross annual salary** as an employee of the Company and related to the importance of the position.

As to the variable component, EI Towers plans to adopt a cash-based incentive system, for the years 2015-2017, tied to the achievement of strategic earnings/operating results/objectives, which are objectively measurable and verifiable. The participants in this system will include the chief executives, as managers with strategic responsibility, and may include other managers who hold important positions within the EI Towers Group. The system will need to support the achievement of the Company's business objectives, including in the medium/long term, thereby guaranteeing a good balance between the fixed component and the variable component of the compensation of the managers and ensuring the management's objectives are in line with the ones of all the shareholders. The variable component thus consists of:

- the formal annual bonus (MBO), which measures the earnings and operational results achieved by the Company and by the individual manager during the year with respect to the established objectives, and may provide for the payment of a bonus above the target bonus in the event of the achievement of exceptional results (with a ceiling set at 125% of the target), or the partial payment of a bonus or the non-payment of the bonus in the event of performance that the manager does not meet the objectives set (the incentive system is activated upon the achievement of 95% of the pre-set quantitative targets).

In particular, the system provides for tying incentives with EI Towers Group's strategic objectives in relation to profitability and sustainability of capital (EBIDTA, Free Cash Flow and Total Costs) that are annually set by the Board of Directors. The setting of the performance objectives to be met is based on the Company's annual budget and is done by the Board of Directors after receiving a proposal or an opinion of the Compensation Committee.

- Deferral of a part of the total annual bonus, conditioned on the achievement of the medium-/long-term performance objectives (EBITDA and EBITDA less CAPEX) identified in the EI Towers Group's business plan as approved by the Board of Directors. A measurement scale is provided for each performance parameter; according to this scale, it may provide the partial payment of the bonus or the non-payment of the bonus in the event of performance that the manager does not meet the objectives set (the system is activated upon the achievement of 95% of the pre-set quantitative targets).

More specifically, the incentive system provides for the following:

- The disbursement of 50% of the MBO earned in the year following the year of reference, upon the achievement of the MBO parameters set by the Board of Directors (up-front portion);
- The mandatory deferral of 25% of the MBO earned, with the Company offering to match such amount; the disbursement of the deferred bonus and the matched amount is conditioned upon the achievement of a long-term performance objective measured in terms of cumulative EBITDA, with respect to the targets set out in the business plan, with reference to the deferral period (two years);
- The voluntary deferral of 25% of the MBO earned, at the option of the beneficiary; the Company will offer to match the deferred amount; the disbursement of the deferred bonus and the matched amount is conditioned upon the achievement of a long-term performance objective measured in terms of the difference (EBITDA less CAPEX, cumulative values) in comparison with the targets set by the business plan, with reference to the deferral period (two years).

The bonus earned is to be paid following a process for evaluating the achievement of the parameters that are relevant for the computation of such compensation.

Overall, as a rule, the variable component of compensation must be less than 50% of the fixed component of compensation per year.

The disbursement of the variable component of compensation is subordinated to the manager beneficiaries maintaining their employment relationship with the company. Specific conditions have been provided in the event of an early termination of the employment relationship (the so-called "bad leavers" and "good leavers") and/or change in of control of the Company. A claw back condition has been provided too to allow the company to ask the beneficiaries to return bonuses already paid or to withhold, in whole or in part, bonuses to be paid in implementation of the System, if the determination of and/or the entitlement to these amounts were based on data which later proved to be clearly wrong.

On 19 March 2015, the Board of Directors approved the variable incentive system (hereinafter the “System” or the “Plan”) described above, as proposed by the Compensation Committee.

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The Company may also pay lump-sum bonuses in relation to specific transactions or commitments having exceptional characteristics. The amount of any such bonus may not be more than the target bonus (MBO) approved by the Board of Directors within the framework of the variable-compensation incentive system described above. The assignment of such bonuses is to be done through proposal / approval formalities of the various departments and bodies responsible (Human Resources and Organization Department, Compensation Committee and the Board of Directors).

There is no variable component of compensation contemplated for chief executives in their role as directors.

To round out the pay package, EI Towers offers non-monetary benefits, such as Group healthcare plans and policies, in order to increase the level of preventive care and security, as a supplement to the benefits provided at the level of national contracting.

In line with best practices, the Company also provides insurance coverage of the chief executives through a liability policy with respect to the exercise of their duties as both directors and managers.

## **5. Medium-/long-term incentives**

The medium/long-term cash incentive system of EI Towers S.p.A., approved by the Board of Directors on March 19, 2014, as proposed by the Compensation Committee<sup>2</sup>, is currently being implemented. Its reference period includes the years 2014-2016.

On March 19, 2015, the Board of Directors, as proposed by the Compensation Committee, approved the medium/long-term cash incentive system of EI Towers S.p.A. for the years 2015-2017. For further details, please see the previous paragraph 4.

## **6. Other elements of compensation: non-compete agreements**

EI Towers has not signed any non-compete agreements with executive directors and does not contemplate doing so in the near future.

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<sup>2</sup> See Compensation Report 2014, available on the website [www.eitowers.it](http://www.eitowers.it), section Governance/Remuneration.



## 7. Weighting of the elements of the compensation package

The following tables illustrate the weighting of the different components of the compensation offered to the chief executives, in relation to the Company's strategic objectives and the Company's risk management policy.

### Assumption A)

	Fixed Component		Variable Component *	
	<i>Gross Salary</i>	<i>Fees</i>	<b>Up-front</b>	<b>Deferred + matching</b>
Chief executives <i>(average values)</i>	53.88%	18.45%	9.22%	18.45%

\* Variable-compensation incentive system with voluntary deferral

### Assumption B)

	Fixed Component		Variable Component *	
	<i>Gross Salary</i>	<i>Fees</i>	<b>Up-front</b>	<b>Deferred + matching</b>
Chief executives <i>(average values)</i>	56.48%	19.34%	14.51%	9.67%

\* Variable-compensation incentive system without voluntary deferral

## 8. Compensation contemplated in the event of resignation/termination

EI Towers has decided not to set out any specific arrangements in the event of the executive directors' resignation from office or withdrawal from an employment relationship.

It is the Company's policy not to settle in advance the economic aspects of any early resignation from office or withdrawal from an employment relationship.

## 9. Compensation policy for the chairman, other directors, and the execution of specific mandates

In line with the best market practices, an annual fee is contemplated for the chairman of the Board of Directors and the other directors (both executive directors<sup>3</sup> and independent directors) as are meeting attendance fees in relation to actual participation in the meetings of the corporate bodies. Such compensation is commensurate with the commitment requested, and the execution of the activities assigned.

As mentioned in the preceding Paragraph 3.1, the Board of Directors, in acting upon the express mandate given to it by resolution of the meeting of the shareholders of February 29, 2012, with the favorable opinion of the Compensation Committee, whose members were all present, and with the favorable opinion, to the extent necessary, of the Board of Statutory Auditors, passed a resolution for the distribution of the total gross annual fees among all directors, including therein the directors vested with specific responsibilities. In particular, the determination of the chairman's compensation also took into account his non-executive and independent status.

The meeting attendance fee for each meeting of the Board of Directors and/or of the Committees was set by the meeting of the shareholders of February 29, 2012 at Euro 1,000.00 (pre-tax) for the chairman and Euro 500.00 (pre-tax) for the remaining directors.

This compensation policy has been developed with reference to the Company, and by taking into consideration the characteristics and the peculiarities of the market environment and specific activities of the Company, without reference to any other company.

## SECTION II

### 1.1 Part I

This section of the report provides an account of the components that make up the compensation of the chief executives, also as directors with strategic responsibilities, other directors and the Board of Statutory Auditors, with the objective of evidencing the consistency thereof with the Compensation Policy for the reference year (2014).

#### 1. Chief executive

Guido Barbieri was awarded the following compensation:

- **fixed component:** €395,226.98, including gross salary of €295,226.98 and compensation of €100,000.00 for the office held for the entire year of 2014.

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<sup>3</sup> Managers of the Company. By virtue of the employment relationship and as managers they benefit from Annual Gross Salary (RAL), short-term variable incentive systems (MBO) and/or medium/long-term variable incentive systems (cash and/or share based), non-monetary benefits and possible "lump-sum" bonuses.

There is no compensation contemplated in the event of any early termination of the relationship, including via non-compete agreements.

- **annual variable component:** On the basis of the EI Tower's 2013 results in terms of profitability and capital sustainability, the 2013 MBO paid amounted to Euro 125,000.00 (approved target amount of Euro 100,000.00). The 2014 MBO target, in implementation of the 2014-2016 medium-long-term cash incentive system of EI Towers S.p.A., is equal to €100,000.00 and is subject to the verification of the achievement of the quantitative earnings and capital-sustainability objectives set for EI Towers Group.

No lump-sum bonus was paid in 2014.

- **medium-long term variable component:** the 2014 MBO target annual bonus shall be assigned this year. In accordance with the choice made by the beneficiary, the 50% of 2014 MBO target earned shall be paid up-front. The 50% (25% voluntary quota and 25% compulsory quota + related matching) shall be deferred and assigned in accordance with the terms provided for by the Plan 2014-2016.

It is noted that Guido Barbieri is one of the beneficiaries of the 2008, 2009, and 2010 Mediaset S.p.A. Stock Option Plans. The options were assigned over time to Guido Barbieri, in his role as a manager of Mediaset Group and before his transfer to the Company.

- **benefits:** The value of the benefits accruing to the director is equal to €2,542.41.

## 2. Chief executive

Valter Gottardi was awarded the following compensation:

- **fixed component:** €391,192.92, including gross salary of €291,192.92 and compensation of €100,000.00 for the office held for the entire year of 2014.

There is no compensation contemplated in the event of any early termination of the relationship, including via non-compete agreements.

- **annual variable component:** On the basis of the EI Tower's 2013 results in terms of profitability and capital sustainability, the 2013 MBO paid amounted to Euro 125,000.00 (approved target amount of Euro 100,000.00). The 2014 MBO target, in implementation of the 2014-2016 medium-long-term cash incentive system of EI Towers S.p.A., is equal to €100,000.00 and is subject to the verification of the achievement of the quantitative earnings and capital-sustainability objectives set for EI Towers Group.

No lump-sum bonus was paid in 2014.

- **medium-long term variable component:** the 2014 MBO target annual bonus shall be assigned this year. In accordance with the choice made by the beneficiary, the

50% of 2014 MBO target earned shall be paid up-front. The 50% (25% voluntary quota and 25% compulsory quota + related matching) shall be deferred and assigned in accordance with the terms provided for by the Plan 2014-2016.

It is noted that Valter Gottardi is one of the beneficiaries of the 2008, 2009, and 2010 Mediaset S.p.A. Stock Option Plans. The options were assigned over time to Valter Gottardi, in his role as a manager of Mediaset Group and before his transfer to the Company.

- **benefits:** The value of the benefits accruing to the director is equal to €2,517.98.

### 3. Other directors

The other directors of the Company received the following compensation for their office:

- Alberto Giussani, Chairman: €50,000.00;
- Manlio Cruciatti: €10,000.00;
- Piercarlo Invernizzi<sup>4</sup>: €10,000.00;
- Richard Hurowitz: €10,000.00;
- Michele Pirotta: €10,000.00.

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For the share-based incentive plans of Mediaset S.p.A., reference should be made to the information contained in the compensation plans provided by Article 114-bis of the Consolidated Financial Act, available on the Internet site [www.mediaset.it](http://www.mediaset.it).

### 4. Board of Statutory Auditors

On May 6, 2011, the shareholders' meeting determined the annual gross compensation of the statutory auditors who had been appointed: Francesco Vittadini (Chairman), Marco Armarolli and Anna Girello. The term of office of these auditors expired on April 24, 2014 upon the shareholders' meeting for the approval of the Financial Statements 2014. On the same day, the shareholders' meeting appointed the members of the new Board of Statutory Auditors of the Company: Antonio Aristide Mastrangelo (Chairman), Francesco Vittadini and Anna Girello (acting Auditors). It also determined an annual gross compensation equal to €60,000.00 for the Chairman of the Board of Statutory Auditors and an annual gross compensation equal to €40,000.00 for each acting Auditor.

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<sup>4</sup> Executive director, manager of the Company.

The term of office of the current Board of Statutory Auditors will expire with the shareholders' meeting for the approval of the Financial Statements as at December 31, 2016.

During 2014, the statutory auditors received the following compensation:

Antonio Aristide Mastrangelo: € 40,000.00.

Francesco Vittadini: €55,519.84 (amount inclusive of the reimbursement of expenses), plus €10,833.33 in his role as acting auditor of the subsidiary, Towertel S.p.A.<sup>5</sup>;

Marco Armarolli: €19,157.99 (amount inclusive of the reimbursement of expenses);

Anna Girello: €45,824.65 (amount inclusive of the reimbursement of expenses).

## **1.2 Part II**

Part 2 provides details of the amounts of compensation paid during the reference year (2014) for any purpose and under any form, using the tables provided at the end of this report.

Lissone, March 19, 2015

**Chairman of the Board of Directors**

Alberto Giussani

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<sup>5</sup> Chairman of the Board of Statutory Auditors of Towertel S.p.A. since November 5, 2014.



Table 1: Compensation paid to corporate officers, auditors, general managers, and other managers with strategic responsibility

(A)	(B)	(C)	(D)	(1)	(1 bis)	(1 ter)	(2)	(3)		(4)	(5)	(6)	(7)	(8)
								Variable non equity compensation						
Name and Surname	Position	Period Position Held in 2014	Expiration of Term of Office	Fixed Compensation	Attendance fees	Employee Compensation	Committee Membership Compensation	Bonuses and Other Incentives	Participation in Profits	Non-Monetary Benefits	Other Compensation	Total	Fair Value of Share-Based Compensation	Officer Severance Pay and Employment Termination Compensation
Cruciatti Manlio (member of RCC and CC)	D	1.1. - 31.12	2014 Financial statements											
Partial compensation from company preparing financial statements				10,000	11,000							21,000		
(I) Compensation from company preparing financial statements				10,000	11,000							21,000		
Partial compensation from subsidiary and associate companies														
(II) Compensation from subsidiary and associate companies														
(III) Total				10,000	11,000							21,000		

Position held:

- C - Chairman
- CE - Chief executive
- D - Director
- CSA - Chairman of the board of statutory auditors
- AA - Acting auditor
- RCC - Member Risks and Control Committee
- CC - Member Compensation Committee

**Table 1: Compensation paid to corporate officers, auditors, general managers, and other managers with strategic responsibility**

(A)	(B)	(C)	(D)	(1)	(1 bis)	(1 ter)	(2)	(3)		(4)	(5)	(6)	(7)	(8)
Name and Surname	Position	Period Position Held in 2014	Expiration of Term of Office	Fixed Compensation	Attendance fees	Employee Compensation	Committee Membership Compensation	Variable non equity compensation		Non-Monetary Benefits	Other Compensation	Total	Fair Value of Share-Based Compensation	Officer Severance Pay and Employment Termination Compensation
								Bonuses and Other Incentives	Participation in Profits					
Giussani Alberto (member of RCC and CC)	P	1.1. - 31.12	2014 Financial statements											
Partial compensation from company preparing financial statements				50,000	18,500							68,500		
(I) Compensation from company preparing financial statements				50,000	18,500							68,500		
Partial compensation from subsidiary and associate companies														
(II) Compensation from subsidiary and associate companies														
(III) Total				50,000	18,500							68,500		

Position held:

- C - Chairman
- CE - Chief executive
- D - Director
- CSA - Chairman of the board of statutory auditors
- AA - Acting auditor
- RCC - Member Risks and Control Committee
- CC - Member Compensation Committee



**Table 1: Compensation paid to corporate officers, auditors, general managers, and other managers with strategic responsibility**

	(B)	(C)	(D)	(1)	(1 bis)	(1 ter)	(2)	(3)		(4)	(5)	(6)	(7)	(8)
								Variable non equity compensation						
Name and Surname	Position	Period Position Held in 2014	Expiration of Term of Office	Fixed Compensation	Attendance fees	Employee Compensation	Committee Membership Compensation	Bonuses and Other Incentives*	Participation in Profits	Non-Monetary Benefits*	Other Compensation	Total	Fair Value of Share-Based Compensation	Officer Severance Pay and Employment Termination Compensation
Gottardi Valter	CE	1.1. - 31.12	2014 Financial statements											
Partial compensation from company preparing financial statements				100,000	5,500	291,192.92		125,000		2,517.98		524,210.90	-	
(I) Compensation from company preparing financial statements				100,000	5,500	291,192.92		125,000		2,517.98		524,210.90		
Partial compensation from subsidiary and associate companies														
(II) Compensation from subsidiary and associate companies														
(III) Total				100,000	5,500	291,192.92		125,000		2,517.98		524,210.90	-	

**Notes:**

\* As a result of a full-time employment relationship.

Position held: C - Chairman  
 CE - Chief executive  
 D - Director  
 CSA - Chairman of the board of statutory auditors  
 AA - Acting auditor  
 RCC - Member Risks and Control Committee  
 CC - Member Compensation Committee

Table 1: Compensation paid to corporate officers, auditors, general managers, and other managers with strategic responsibility

(A)	(B)	(C)	(D)	(1)	(1 bis)	(1 ter)	(2)	(3)		(4)	(5)	(6)	(7)	(8)
								Variable non equity compensation						
Name and Surname	Position	Period Position Held in 2014	Expiration of Term of Office	Fixed Compensation	Attendance fees	Employee Compensation	Committee Membership Compensation	Bonuses and Other Incentives	Participation in Profits	Non-Monetary Benefits	Other Compensation	Total	Fair Value of Share-Based Compensation	Officer Severance Pay and Employment Termination Compensation
Hurowitz Richard (member of CC)	D	1.1. - 31.12	2014 Financial statements											
Partial compensation from company preparing financial statements				10,000	5,500							15,500		
(I) Compensation from company preparing financial statements				10,000	5,500							15,500		
Partial compensation from subsidiary and associate companies														
(II) Compensation from subsidiary and associate companies														
(III) Total				10,000	5,500							15,500		

Position held:

- C - Chairman
- CE - Chief executive
- D - Director
- CSA - Chairman of the board of statutory auditors
- AA - Acting auditor
- RCC - Member Risks and Control Committee
- CC - Member Compensation Committee



Table 1: Compensation paid to corporate officers, auditors, general managers, and other managers with strategic responsibility

(A)	(B)	(C)	(D)	(1)	(1 bis)	(1 ter)	(2)	(3)		(4)	(5)	(6)	(7)	(8)	
								Variable non equity compensation							
Name and Surname	Position	Period Position Held in 2014	Expiration of Term of Office	Fixed Compensation	Attendance fees	Employee Compensation	Committee Membership Compensation	Bonuses and Other Incentives	Participation in Profits	Non-Monetary Benefits	Other Compensation	Total	Fair Value of Share-Based Compensation	Officer Severance Pay and Employment Termination Compensation	
Pirotta Michele (member of RCC)	D	1.1. - 31.12	2014 Financial statements												
Partial compensation from company preparing financial statements				10,000	12,500							22,500			
(I) Compensation from company preparing financial statements				10,000	12,500							22,500			
Partial compensation from subsidiary and associate companies															
(II) Compensation from subsidiary and associate companies															
(III) Total				10,000	12,500							22,500			

Position held:

- C - Chairman
- CE - Chief executive
- D - Director
- CSA - Chairman of the board of statutory auditors
- AA - Acting auditor
- RCC - Member Risks and Control Committee
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**Table 1: Compensation paid to corporate officers, auditors, general managers, and other managers with strategic responsibility**

(A)	(B)	(C)	(D)	(1)	(1 bis)	(1 ter)	(2)	(3)		(4)	(5)	(6)	(7)	(8)
								Variable non equity compensation						
Name and Surname	Position	Period Position Held in 2014	Expiration of Term of Office	Fixed Compensation	Attendance fees	Employee Compensation	Committee Membership Compensation	Bonuses and Other Incentives	Participation in Profits	Non-Monetary Benefits	Other Compensation	Total	Fair Value of Share-Based Compensation	Officer Severance Pay and Employment Termination Compensation
Girello Anna	AA*	1.1. - 31.12	2016 Financial statements											
Partial compensation from company preparing financial statements				45,824.65**								45,824.65**		
(I) Compensation from company preparing financial statements				45,824.65**								45,824.65**		
Partial compensation from subsidiary and associate companies														
(II) Compensation from subsidiary and associate companies														
(III) Total				45,824.65**								45,824.65**		

**Notes:**

\* Position as Acting Auditor renewed after expiration on April 24, 2014 with Shareholders' Meeting.

\*\*Amount inclusive of expense reimbursements in the amount of Euro 1,250.00.

Position held:

- C - Chairman
- CE - Chief executive
- D - Director
- CSA - Chairman of the board of statutory auditors
- AA - Acting auditor
- RCC - Member Risks and Control Committee
- CC - Member Compensation Committee

**Table 1: Compensation paid to corporate officers, auditors, general managers, and other managers with strategic responsibility**

(A)	(B)	(C)	(D)	(1)	(1 bis)	(1 ter)	(2)	(3)		(4)	(5)	(6)	(7)	(8)
								Variable non equity compensation						
Name and Surname	Position	Period Position Held in 2014	Expiration of Term of Office	Fixed Compensation	Attendance fees	Employee Compensation	Committee Membership Compensation	Bonuses and Other Incentives	Participation in Profits	Non-Monetary Benefits	Other Compensation	Total	Fair Value of Share-Based Compensation	Officer Severance Pay and Employment Termination Compensation
Mastrangelo Antonio Aristide	CSA*	24.4-31.12	2016 Financial statements											
Partial compensation from company preparing financial statements				40,000								40,000		
(I) Compensation from company preparing financial statements				40,000								40,000		
Partial compensation from subsidiary and associate companies														
(II) Compensation from subsidiary and associate companies														
(III) Total				40,000								40,000		

**Notes:**

\*Appointed Chairman of the Board of Statutory Auditors with Shareholders' Meeting on April 24, 2014.

Position held: C - Chairman  
 CE - Chief executive  
 D - Director  
 CSA - Chairman of the board of statutory auditors  
 AA - Acting auditor  
 RCC - Member Risks and Control Committee  
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**Table 1: Compensation paid to corporate officers, auditors, general managers, and other managers with strategic responsibility**

(A)	(B)	(C)	(D)	(1)	(1 bis)	(1 ter)	(2)	(3)		(4)	(5)	(6)	(7)	(8)
								Variable non equity compensation						
Name and Surname	Position	Period Position Held in 2014	Expiration of Term of Office	Fixed Compensation	Attendance fees	Employee Compensation	Committee Membership Compensation	Bonuses and Other Incentives	Participation in Profits	Non-Monetary Benefits	Other Compensation	Total	Fair Value of Share-Based Compensation	Officer Severance Pay and Employment Termination Compensation
Vittadini Francesco	AA*	1.1. - 31.12	2016 Financial statements											
Partial compensation from company preparing financial statements				55,519.84**								55,519.84**		
(I) Compensation from company preparing financial statements				55,519.84**								55,519.84**		
Partial compensation from subsidiary and associate companies				10,833.33								10,833.33		
(II) Compensation from subsidiary and associate companies				10,833.33								10,833.33		
(III) Total				66,353.17								66,353.17		

**Notes:**

\* Until April 24, 2014, expiration date of his term of office, he served as Chairman of the Board of Statutory Auditors. Appointed Acting Auditor with Shareholders' Meeting on April 24, 2014.

\*\*Amount inclusive of expense reimbursements in the amount of Euro 1,250.00.

Position held:

- C - Chairman
- CE - Chief executive
- D - Director
- CSA - Chairman of the board of statutory auditors
- AA - Acting auditor
- RCC - Member Risks and Control Committee
- CC - Member Compensation Committee



**Table 2: Stock options assigned to corporate officers, auditors, general managers, and other managers with strategic responsibility**

Name and Surname	Position	Plan	Options Held at Start of Year			Options Assigned During Year						Options Exercised During Year			Options Expiring During Year	Options Held at Year End	Options Booked for the Year
			No. Options	Exercise Price	Exercise Period	No. Options	Exercise Price	Exercise Period	Fair Value at Assignment Date	Assignment Date	Market Price of Shares at Option Assignment Date	No. Options	Exercise Price	Market Price of Shares at Option Exercise Date			
<b>Guido Barbieri</b>	CE																
II) Compensation from subsidiary and affiliate companies		Mediast S.p.A. Shareholders' Meeting 20.04.2006 <sup>(1)</sup>	50,000	4.86	24.06.2011 23.06.2014										50,000		
		Mediast S.p.A. Shareholders' Meeting 22.04.2009 <sup>(2)</sup>	50,000	4.72	30.09.2012 29.09.2015											50,000	-
		Mediast S.p.A. Shareholders' Meeting 22.04.2009 <sup>(3)</sup>	50,000	4.92	23.06.2013 22.06.2016											50,000	-
<b>III) Total</b>			150,000												50,000	100,000	0.00

(1) Options assigned in 2008 for his role as Mediaset Group executive, prior to his transfer to the Company.

(2) Options assigned in 2009 for his role as Mediaset Group executive, prior to his transfer to the Company.

(3) Options assigned in 2010 for his role as Mediaset Group executive, prior to his transfer to the Company.

CE - Chief executive

**Table 2: Stock options assigned to corporate officers, auditors, general managers, and other managers with strategic responsibility**

Name and Surname	Position	Plan	Options Held at Start of Year			Options Assigned During Year						Options Exercised During Year			Options Expiring During Year	Options Held at Year End	Options Booked for the Year
			No. Options	Exercise Price	Exercise Period	No. Options	Exercise Price	Exercise Period	Fair Value at Assignment Date	Assignment Date	Market Price of Shares at Option Assignment Date	No. Options	Exercise Price	Market Price of Shares at Option Exercise Date	No. Options	No. Options	Fair Value
<b>Valter Gottardi</b>	CE																
II) Compensation from subsidiary and affiliate companies		Mediast S.p.A. Shareholders' Meeting 20.04.2006 <sup>(1)</sup>	50,000	4.86	24.06.2011 23.06.2014										50,000		
		Mediast S.p.A. Shareholders' Meeting 22.04.2009 <sup>(2)</sup>	50,000	4.72	30.09.2012 29.09.2015											50,000	-
		Mediast S.p.A. Shareholders' Meeting 22.04.2009 <sup>(3)</sup>	50,000	4.92	23.06.2013 22.06.2016											50,000	-
<b>III) Total</b>			150,000											50,000	100,000	0.00	

(1) Options assigned in 2008 for his role as Mediaset Group executive, prior to his transfer to the Company.

(2) Options assigned in 2009 for his role as Mediaset Group executive, prior to his transfer to the Company.

(3) Options assigned in 2010 for his role as Mediaset Group executive, prior to his transfer to the Company.

CE - Chief executive

**Table 3B: Incentive plans in favor of corporate officers, auditors, general managers, and other managers with strategic responsibility**

Name and Surname	Position	Plan	Annual Bonus (2014)			Prior Year Bonuses			Other Bonuses
			(A)	(B)	(C)	(A)	(B)	(C)	
			Payable / Paid	Deferred	Deferral Period	No Longer Payable	Payable / Paid	Still Deferred	(*)
GUIDO BARBIERI	Chief executive								
I) Compensation from the company preparing the financial statements	Plan A (date of related resolution)	01/07/2013					125.000*		
	Plan B (date of related resolution)	26/06/2014		100.000**					
	Plan C (date of related resolution)								
II) Compensation from subsidiary and affiliate companies	Plan A (date of related resolution)								
	Plan B (date of related resolution)								
III) Total				100.000**			125.000*		

\* Amount paid (2013 MBO in the role of manager for the Company) against the achievement of pre-set objectives. Target amount approved: Euro 100,000.

\*\* Target amount (2014 MBO in role of manager for the Company) decided in implementation of the medium/long-term (2014- 2016) cash incentive System of the Company, subject to verification of the achievement of pre-set objectives, following the approval of the financial statements as of December 31, 2014.

**Table 3B: Incentive plans in favor of corporate officers, auditors, general managers, and other managers with strategic responsibility**

Name and Surname	Position	Plan	Annual Bonus (2014)			Prior Year Bonuses			Other Bonuses
			(A)	(B)	(C)	(A)	(B)	(C)	
			Payable / Paid	Deferred	Deferral Period	No Longer Payable	Payable / Paid	Still Deferred	(*)
VALTER GOTTARDI	Chief executive								
I) Compensation from the company preparing the financial statements	Plan A (date of related resolution)	01/07/2013					125.000*		
	Plan B (date of related resolution)	26/06/2014		100.000**					
	Plan C (date of related resolution)								
II) Compensation from subsidiary and affiliate companies	Plan A (date of related resolution)								
	Plan B (date of related resolution)								
III) Total				100.000*			125.000*		

\* Amount paid (2013 MBO in the role of manager for the Company) against the achievement of pre-set objectives. Target amount approved: Euro 100,000.

\*\* Target amount (2014 MBO in role of manager for the Company) decided in implementation of the medium/long-term (2014- 2016) cash incentive System of the Company, subject to verification of the achievement of pre-set objectives, following the approval of the financial statements as of December 31, 2014.

**Table 3B: Incentive plans in favor of corporate officers, auditors, general managers, and other managers with strategic responsibility**

Name and Surname	Position	Plan	Annual Bonus (2014)			Prior Year Bonuses			Other Bonuses
			(A)	(B)	(C)	(A)	(B)	(C)	
			Payable / Paid	Deferred	Deferral Period	No Longer Payable	Payable / Paid	Still Deferred	(*)
PIERCARLO INVERNIZZI	Director								
I) Compensation from the company preparing the financial statements	Plan A (date of related resolution)						41.250*		
	Plan B (date of related resolution)			40.000**					
	Plan C (date of related resolution)								
II) Compensation from subsidiary and affiliate companies	Plan A (date of related resolution)								
	Plan B (date of related resolution)								
III) Total				40.000**			41.250*		

\* Amount paid (2013 MBO in the role of manager for the Company) against the achievement of pre-set objectives. Target amount approved: Euro 30,000.

\*\* Target amount (2014 MBO in role of manager for the Company) decided in implementation of the medium/long-term (2014- 2016) cash incentive System of the Company, subject to verification of the achievement of pre-set objectives, following the approval of the financial statements as of December 31, 2014.

## Schedule N.7 ter

Table 1: Investments of the members of the administrative and auditing bodies

Surname Name	Position - EI Towers S.p.A.	Investee Company	Period Position Held in 2014	No. Shares Held at 31.12.2013	No. Shares Acquired	No. Shares Sold	No. Shares Held at 31.12.2014
Barbieri Guido	CE	EI Towers S.p.A.	1.1 - 31.12	2,000	-	-	2,000
Cruciatti Manlio	D		1.1 - 31.12	-	-	-	-
Giussani Alberto	C		1.1 - 31.12	-	-	-	-
Gottardi Valter	CE		1.1 - 31.12	-	-	-	-
Hurowitz Richard	D		1.1 - 31.12	-	-	-	-
Invernizzi Piercarlo	D	EI Towers S.p.A.	1.1 - 31.12	12,500	-	-	12,500
Pirotta Michele	D		1.1 - 31.12	-	-	-	-
Antonio Aristide Mastrangelo*	CSA		24.4 - 31.12	°	-	-	-
Vittadini Francesco**	AA		1.1 - 31.12	-	-	-	-
Girello Anna***	AA		1.1 - 31.12	-	-	-	-
Armarolli Marco****	AA		1.1 - 24.4	-	-	-	°

**Legend:**

D - Director  
 CE - Chief executive  
 C - Chairman of the Board  
 CSA - Chairman of the board of statutory auditors  
 AA - Acting Auditor

**Notes:**

\* Appointed Chairman of the Board of Statutory Auditors with Shareholders' Meeting on April 24, 2014.

\*\* Until April 24, 2014, expiration date of his term of office, he served as Chairman of the Board of Statutory Auditors. Appointed Acting Auditor with Shareholders' Meeting on April 24, 2014.

\*\*\* Position as Acting Auditor renewed after expiration on April 24, 2014 with Shareholders' Meeting.

\*\*\*\* With Shareholders' Meeting on April 24, 2014, his term of office as Acting Auditor expired.

°Situation as at April 24, 2014.