

REMUNERATION REPORT OF BIESSE S.p.A.

Prepared in accordance with article 123-ter of Legislative Decree no. 58 of 24 February 1998

SECTION I - BIESSE S.P.A. REMUNERATION POLICY

1.1 Foreward

The Board of Directors of Biesse S.p.A. ("**Biesse**", the "**Issuer**" or the "**Company**") on 11 novembre 2011 adopted a remuneration policy for the Issuer and for the companies controlled by it (collectively, the "**Group**") – hereinafter the "**Policy**" – prepared in accordance with article 123-ter of Legislative Decree no. 58 of 24 February 1998, ("**TUF**" – Consolidated Financial Law) and article 6¹ of the Self-Regulatory Code for listed companies ("**Self-Regulatory Code**"), also taking into consideration the Recommendations issued by the European Commission no. 2004/913/CE, 2005/162/CE and 2009/385/CE.

The principles contained in the Policy reflect and expand on those originally developed by Biesse to satisfy its own requirements for the incentivisation and retention of the directors and managers of the Group with responsibilities considered to be strategic ("**Strategic Managers**") the effectiveness of which in achieving their given objectives the Company believes to have been demonstrated over the course of time. These principles are essentially based (i) on a significant weighting of the variable component of total remuneration (modulated according to the role carried out by the beneficiary in the Company's decision making procedures); (ii) on the correlation of the variable component of remuneration to the achievement of predetermined and measurable short term objectives (one year, through the Management By Objectives programme - "**MBO**" - adopted by the Group over several years) and medium-long term objectives (currently through the "Long Term Incentive Plan 2012 – 2014 of Biesse S.p.A.", approved on 27 April 2012); (iii) on the estimation of non-economic performance objectives (particularly relating to the evaluation of leadership characteristics and conduct) for persons with less decision making power; (iv) on the deferment of payment, also through the allocation of shares, of a significant proportion of the variable component (as part of medium-long term incentivisation plans) to a date subsequent to the financial year in which the related conditions accrue; (v) on the absence of regulatory provisions regarding indemnity in the event of termination of terms of employment or labour beyond those required by law ; (vi) on the absence of provisions regarding variable remuneration of appointed directors who are also significant shareholders or who have close family connections to the same; (vii) on fixed remuneration for non-executive and independent directors.

For these reasons, the Policy is not significantly different to that pursued during the course of the previous year. The Policy will remain in force until revoked.

1.2 Persons involved in the preparation and approval of the Policy

The Policy was approved by the Board of Directors of the Company, on the proposal of the Remuneration Committee of Biesse (the "**Remuneration Committee**"). The latter examined and approved the contents of the Policy during its meeting of 28 October 2011, also in the presence of the Chairman of the Board of Statutory Auditors of the Issuer, Mr. Giovanni Ciurlo.

At that date, the Remuneration Committee was composed of three independent directors of Biesse, Leone Sibani (Chairman), Giampaolo Garattoni and Salvatore Giordano. The Remuneration Committee's function is to present proposals for the remuneration of the directors appointed to the Board of Directors, and to monitor the application of the decisions adopted by the same Board of Directors, and to periodically evaluate the criteria adopted for the remuneration of managers with strategic responsibilities, ensuring their application and formulating general recommendations to the Board of Directors

¹ At the time, article 7 of the Self-Regulatory Code, in the version approved in March 2010.

In addition, the Remuneration Committee, periodically evaluates the adequacy, the overall consistency and the practical application of the Policy, availing itself of the information provided by appointed directors, and reports to Shareholders on the ways in which it carries out its functions, and participates, by the presence of its Chairman and/or a member appointed by him/her, in the Annual Meeting of Shareholders for the approval of the financial statements.

In preparing the Policy, Biesse availed itself of the legal consultancy of Studio DLA Piper and also examined the remuneration policies of comparable companies. In particular, it took into consideration the information that was publicly available at the time of approval of the Policy, relating to issuers belonging to the “Industrial Products and Services” sector of the Automated Equity Market (Mercato Telematico Azionario) managed and organised by Borsa Italiana S.p.A. (where possible those companies in the STAR segment) with ownership structures and product characteristics (machinery and mechanical components), size characteristics (in terms of sales and number of employees) and organisational features (high degree of internationalisation) that are similar to those of Biesse.

1.3 Aims and basic principles of the Policy

The full text of the Policy, given below, indicates its basic principles and aims and describes the guidelines regarding the fixed and variable elements of remuneration, medium-long term variable components, non-monetary benefits, indemnity in the event of termination of terms of employment or labour and of remuneration of directors on the basis of the functions carried out by them in the Board of Directors.

"GENERAL REMUNERATION POLICY OF THE BIESSE GROUP

1. FOREWARD

*The present General Remuneration Policy of Biesse S.p.A. ("**Biesse**" or the "**Company**") and of the companies it controls (collectively, the "**Group**") – hereinafter the "**Policy**" –has been prepared in accordance with article 123-ter of Legislative Decree 58/1998 ("**TUF**"- Consolidated Financial Law)² and article 7 of the Self-Regulatory Code for listed companies as amended in March 2010 ("**Self-Regulatory Code**"), also taking into consideration the recommendations of the European Commission no. 2004/913/CE, 2005/162/CE and 2009/385/CE. The Policy was approved by the Board of Directors of the Company on 11 November 2011, at the proposal of the Remuneration Committee of Biesse, and will remain in force until revoked.*

2. OBJECTIVES AND RELEVANT PERSONS

The present Policy establishes the guidelines and principles for the determination of the remuneration of the key managers of Biesse and the Group designed to attract, retain and motivate persons with the necessary professional skills required for the successful management of the Company and the Group and to ensure that the interests of key personnel are consistent with the pursuit of the objective of creating sustainable medium-long term value for shareholders.

*The Policy outlines, in particular, the criteria and procedures to be followed in determining the remuneration of the following relevant persons (collectively, the "**Relevant Persons**"):*

² It should be noted that in preparing the Policy consideration was also given to the contents of the document published by Consob on 10 October 2011 as part of its market consultation procedures regarding amendments to Issuers Regulations in implementation of article 123-ter of the TUF.

- (a) *the directors of Biesse and, within the Board of Directors of the Company, the executive,³ non-executive⁴ and independent⁵ directors;*
- (b) *Group managers with strategic responsibilities (the "**Strategic Managers**"), by which is meant those managers identified by the Board of Directors of the Company who have the power or the responsibility for the planning or control of Group operations or the power to take decisions which could affect the evolution or future prospects of the same.⁶*

3. GUIDELINES

3.1 Principles

In order to achieve the objectives referred to in Paragraph 2, above, the Company believes that, given the size and organisational characteristics of the Group and the nature of the market in which it operates, the following principles should apply in determining the remuneration of Relevant Persons:

3.1.1 *the remuneration of executive directors and Strategic Managers should provide for a fixed annual component and a variable component, linked to the achievement of specific performance targets, including non-economic objectives, subject to the view that it is considered appropriate that:*

- (a) *for executive directors with special duties⁷ within the Board of Directors of Biesse, the gross fixed component should account for no greater than 55% of the total remuneration ("**Total Remuneration**") attributable to them, by this meaning the sum of the following elements of remuneration:*
 - (i) *the gross annual fixed component of remuneration; and*
 - (ii) *the variable component that such executive director would receive in the event of achieving the highest performance target, annualised, if necessary, in the case of medium-long term variable components and, in the case of variable components paid in shares or options, determining the corresponding monetary value based on the official average price of Biesse shares in the month preceding the date of calculation;*
- (b) *for the other executive directors and Strategic Managers, in view of their restricted decision-making autonomy, it is considered appropriate to provide for a gross fixed component of not less than 60% and not more than 75% of Total Remuneration, according to their role in the company;*
- (c) *the variable remuneration component corresponds, as a whole and on an annualised basis, to a percentage of the gross fixed component ranging from a minimum of 30% to a maximum of 150%;*
- (d) *the quantitative targets established for the variable component of remuneration are predetermined, measurable, challenging and achievable;*

³ Meaning executive directors in accordance with Paragraph 2.C.1 of the Self-Regulatory Code.

⁴ Meaning directors other than executive directors.

⁵ Meaning directors in possession of the requirements of article 147-ter of the TUF and Paragraph 3 of the Self-Regulatory Code.

⁶ Definition contained in Appendix 1 of Consob Regulations on related party transactions no. 17221 of 12 March 2010.

⁷ Directors with special duties do not include those with exclusively specific duties.

- (e) *targets of a qualitative nature have also been determined for Relevant Persons with restricted decision-making autonomy, in order to allow measurement of the conduct of such persons within the organisation and, in particular, criteria have been established to evaluate performance in terms of leadership;*
- (f) *targets should be introduced relating both to short-term objectives, to incentivise the attainment of results set in the annual budget, as well as medium-long term objectives, to facilitate the alignment of the interests of Relevant Persons with those of shareholders, provided that –on an annualised basis – payment of a portion of not less than 40% (for executive directors with special duties) and 15% (for other executive directors and Strategic Managers) of the variable component of remuneration is paid according to the achievement of the latter targets;*
- (g) *the medium-long term objectives cover a time horizon that coincides with that of the Group's Business Plan and take into account the aggregates and/or averages of the results of individual periods of which it is composed, both to incentivise the achievement of the overall targets set out therein and to further encourage the achievement of the objectives established for each interim period;*
- (h) *a portion of at least 45% of the variable component to be paid on achievement of the medium-long term objectives may be paid through the allocation of shares or options (including virtually) as part of an equity incentive scheme, with a maturity or vesting period of at least three years;*
- (i) *payment of the portion of the variable component linked to the achievement of medium-long term objectives may be deferred with respect to the point in time at which the related conditions occur to activate the payment thereof, considering, however, both that the principles for determining the relevant portion provided for herein already entail deferment of payment of the variable component with respect to the period in which the same matures and the need to ensure consistency between the date of pay-out with the term of office of directors. It is possible to provide for mechanisms to allow early payment of a part of the variable component linked to the achievement of medium-long term objectives (to be deducted from payments due on expiry of the incentive scheme), in order to satisfy specific requirements relating to the expiry of the directors' term of office, and/or recruitment of new personnel;*
- (l) *the variable component of remuneration linked to achievement of medium-long term objectives will be paid exclusively in the event that at the date scheduled for payment the Relevant Persons still have an employment or labour contract in force, except in the case of specific exemptions relating to the mutually agreed rescindment of such agreements;*
- (m) *the remuneration of executive directors who have a shareholding in the Company equal to or greater than 2% or who have a close family connection⁸ to shareholders who have a holding greater than this threshold contains no provision for a variable or equity component, since, in such circumstance, there is no requirement to implement mechanisms designed to align the interests of such persons with those of other shareholders;*

⁸ By "close family connection" is meant those family members who may be expected to influence, or be influenced by, the person in question. These may include: (a) any spouse not legally separated and the cohabiting partner; (b) children and dependants of the person in question, of the spouse not legally separated or the cohabiting partner (definition contained in Appendix 1 of Consob Regulation regarding related party transactions no. 17221 of 12 March 2010, as subsequently amended).

3.1.2 *the remuneration of non-executive and independent directors must not be linked to the achievement of qualitative or quantitative objectives and must be adequate for the position and roles performed within the Board of Directors and the Committees provided for by the Self-Regulatory Code;*

3.1.3 *except where provided by law and by national collective agreements, any indemnity for early termination of office as director or for failure to renew a mandate of the same or any compensation due to Strategic Managers in the event of termination of employment must not exceed 1.5 times the annual amount of the gross fixed remuneration component;*

3.1.4 *any payments for non-competition agreements must not exceed 40% of total remuneration;*

3.1.5 *as part of total remuneration of Relevant Persons, expense accounts and fringe benefits such as the use of company cars, residences and telephones can be provided, according to company policy. Relevant Persons may also be included among the beneficiaries of third-party liability insurance for directors and strategic management personnel and medical insurance policies, at the Company's expense;*

3.1.6 *Completely discretionary bonuses cannot be assigned to Relevant Persons, without prejudice to the possibility of attributing to such persons, on an exceptional basis, one-off bonuses in relation to specific extraordinary transactions of particular strategic or operational significance or in the event that Biesse or the Group achieves capital, economic or financial objectives that the Company believes to be particularly significant.*

3.2 *Procedures*

Remuneration of Relevant Persons shall be defined as follows :

3.2.1 *Determination of remuneration for members of the Board of Directors*

The remuneration of directors shall be defined as follows:

- (a) *on taking office or in the first possible subsequent meeting, the Board of Directors, at the proposal of the Remuneration Committee, will determine the remuneration due to executive directors with special duties, other executive directors and independent directors, where applicable within the overall scope of remuneration of directors established by the Shareholders' Meeting in accordance with article 2389, final paragraph, of the Italian Civil Code;*
- (b) *remuneration of new executive directors with special duties to substitute those whose mandate has lapsed or expired or appointed as a consequence of restoration of the structure of the Board of Directors shall be determined by the latter, at the proposal of the Remuneration Committee, during the first meeting attended by the new directors or at the next available meeting;*
- (c) *determination of remuneration pursuant to sections (a) and (b) above will be carried out in accordance with the guidelines and principles established by the present Policy, without prejudice to the possibility for the Board of Directors to deviate exceptionally from the said criteria when it is a necessary condition to attract new talent to the company or where specific requirements arise relating to the retention of particular individuals, given prior approval by the Remuneration Committee;*

- (d) *determination of remuneration and incentives within the parameters indicated in paragraph 3, above, as well as the definition of the objectives set out therein, shall be carried out by the Board of Directors at the proposal of the Remuneration Committee, taking into consideration the corporate of the Relevant Person in question, the average market remuneration, the specific incentive requirements and the performance of the Company and the Group;*
- (e) *eventual bonuses in accordance with Principle 3.1.6 above shall be approved case by case by the Board of Directors based on proposals by the Remuneration Committee;*
- (f) *the Board of Directors, and on its behalf the Managing Director, shall manage incentive programmes and schemes;*
- (g) *the proposals of the Remuneration Committee shall be supported by adequate preliminary investigation, also involving, where possible, other members of the Board of Statutory Auditors ;*
- (h) *the Board of Directors and/or the Remuneration Committee may make use of independent remuneration policy experts for analyses to support the determination of remuneration for members of the Board of Directors.*

3.2.2 *Determination of Remuneration for Strategic Managers*

- (a) *Remuneration of Strategic Managers is set by the Board of Directors or the appropriate Managing Director, in accordance with the guidelines and principles established in the present Policy, without prejudice to the possibility for the Board of Directors or the appropriate Managing Director to deviate exceptionally from the said criteria when this is a necessary condition to attract new talent to the company or where specific requirements arise for the retention of specific individuals. In that case, the prior positive opinion of the Remuneration Committee shall be required;*
- (b) *determination of remuneration and incentives within the parameters illustrated in Paragraph 3.1, above, shall be made by the Board of Directors or by the appropriate Managing Director, taking into account the corporate function of the Relevant Person in question, the average market remuneration , specific incentivisation requirements and the general performance trend of the Company and the Group ;*
- (c) *any bonuses destined for the Strategic Manager in accordance with preceding Principle 3.1.6 shall be approved by the Board of Directors on a case-by-case basis, having heard the opinion of the Remuneration Committee;*
- (d) *the Board of Directors, and on its behalf the Managing Director, shall manage incentive programmes and schemes for Strategic Managers;*
- (e) *the Board of Directors and/or the appropriate Managing Director can make use of independent experts in the field of remuneration policies for analyses to support the determination of remuneration for Strategic Managers.*

3.2.3 Supervisory role of the Remuneration Committee

The Remuneration Committee periodically evaluates the adequacy, the overall consistency and the practical application of the Policy, making use of information provided by the managing directors, and reports to Shareholders on the ways in which it carries out its functions, and participates, by the presence of its Chairman and/or a member appointed by him/her, in the Annual Meeting of Shareholders for the approval of the financial statements."

1.4 Variable component of remuneration

The variable component of the remuneration of executive directors and Strategic Managers of the Company and the Group is paid on the achievement of economic results and/or individual predetermined objectives, through two incentivisation mechanisms, of which one relates to short term targets (MBO) and one to medium-long term targets (currently the "**Long Term Incentive Plan 2012 – 2014**").

(a) MBO

The MBO provides for the allocation of an annual bonus on the basis of the achievement of quantitative objectives (cash flow and EBITDA targets) as well as of qualitative objectives (evaluation of the performance of beneficiaries in terms of leadership) according to parameters set by the relevant regulation.

(b) Long Term Incentive Plan 2012 - 2014

On 27 April 2012, the Shareholders' Meeting of the Company approved an incentivisation and loyalty scheme for the Group's top management, called the "Long Term Incentive Plan 2012 - 2014 of Biesse S.p.A.", which replaced the preceding "Retention Plan 2011 - 2013 of Biesse S.p.A."; this plan provides for the allocation of cash bonuses and the free allocation of treasury shares to beneficiaries subject to the Company achieving economic and financial targets (cash flow and EBITDA targets). For further information regarding vesting periods, conditions for the payment of shares and cash bonuses and for general information about the mechanics of the scheme please refer to the information document prepared by the Company in accordance with articles 114-*bis* of the TUF and 84-*bis* of the Issuers' Regulations which was published on 19 March 2012 on the Company's website and at Borsa Italiana S.p.A..

The terms and conditions of the MBO and the "*Long Term Incentive Plan 2012 - 2014*" conform to the principles and guidelines laid down in the Policy.

1.5 Insurance cover in addition to obligatory cover

The members of the Board of Directors benefit from insurance cover for civil liabilities relating to their positions. Some also benefit from medical cover at the Company's expense.

SECTION II – REMUNERATION OF MEMBERS OF THE BOARD OF DIRECTORS AND STRATEGIC MANAGERS

The following section contains a report of information relating to remuneration received by members of the Board of Directors of Biesse and Strategic Managers during the financial year to 31 December 2013, with the distinction that the Issuer qualifies as a "smaller company" in accordance with article 3, paragraph 1, section (f), of Consob Regulation regarding related party transactions no. 17221 of 12 March 2010, and subsequent amendments, the information regarding Strategic Managers is provided in aggregate format.

It should be noted that in 2013 the Company appointed a Strategic Manager in Biesse to occupy the position of Director of the Glass Division. It should also be noted that Cesare Tinti, Director of the Wood Division, previously identified as a Strategic Director, in November 2012 became a member of the Board of Directors; therefore, the information relating to the same will be provided in the present Report in that category.

PART ONE – COMPONENTS OF REMUNERATION OF DIRECTORS AND STRATEGIC DIRECTORS

2.1 Composition of remuneration

The remuneration of the directors of Biesse and Strategic Directors at 31 December 2013 is composed of the following items, it being understood that not all persons in the same category benefit from each individual component:

| POSITION | FIXED | VARIABLE | | BENEFIT | INDEMNITY |
|--|-------|----------------|-----------------|---------|-----------|
| | | B ¹ | ML ² | | |
| Executive directors with special functions and shareholders of more than 2% ³ | √ | | | √ | |
| Executive Directors with specific functions | √ | √ | √ | √ | |
| Executive Directors | √ | √ | √ | √ | |
| Non-executive Directors | √ | | | | |
| Independent Directors | √ | | | | |
| Strategic Managers | √ | √ | √ | √ | |

¹Variable component tied to achievement of short term targets

²Variable component tied to achievement of medium-long term targets

³Including family relations of shareholders in possession of more than 2% of the Company's capital

Individual components of remuneration are allocated to the various categories of Biesse directors reported above and to Strategic Managers in a manner consistent with the provisions of the Policy.

For further information on the variable component of the remuneration of Biesse directors and Strategic Managers please refer to Paragraph 1.4 above.

The benefits allocated to Biesse directors and Strategic Managers consist, depending on the case, of the use of automobiles, residences and corporate telephones.

For further information on the components of remuneration payable to individual directors and Strategic Managers of Biesse, please refer to the detailed table in Part Two of the present Section.

2.2 Indemnity in the event of early termination of terms of employment or labour

There is no indemnity provision for directors or Strategic Managers of Biesse in the event of early termination of terms of employment or labour, other than those provided by law.

PARTE SECONDA: DETTAGLIO DELLE REMUNERAZIONI PERCEPITE DAI COMPONENTI DEGLI ORGANI DI DIREZIONE, AMMINISTRAZIONE E CONTROLLO DI BIESSE E DAI DIRIGENTI STRATEGICI NELL'ESERCIZIO 2013

Tabella 1: Dettaglio delle remunerazioni percepite dai componenti degli organi di direzione, amministrazione e controllo di Biesse e dai Dirigenti Strategici nell'esercizio 2013 (in Euro)

| NOME E COGNOME | CARICA | PERIODO IN CUI È STATA RICOPERTA LA CARICA | SCADENZA DELLA CARICA | COMPENSI FISSI | COMPENSI PER LA PARTECIPAZIONE A COMITATI | COMPENSI VARIABILI NON EQUITY | | BENEFICI NON MONETARI | ALTRI COMPENSI | TOTALE | FAIR VALUE DEI COMPENSI EQUITY ¹⁹ | INDENNITÀ DI FINE CARICA O DI CESSAZIONE DEL RAPPORTO DI LAVORO |
|--|-------------------|--|---|--------------------------|---|-------------------------------|---------------------------|-----------------------|------------------------|-------------------|--|---|
| | | | | | | BONUS E ALTRI INCENTIVI | PARTECIPAZIONE AGLI UTILI | | | | | |
| AMMINISTRATORI DI BIESSE | | | | | | | | | | | | |
| ROBERTO SELCI | Presidente | dal 27.04.2012 | Approvazione del bilancio al 31.12.2014 | | | | | | | | | |
| Compensi nella società che redige il bilancio | | | | 366.333,00 ¹ | NA | NA | NA | 10.180,44 | NA | 376.513,44 | NA | NA |
| Compensi da controllate e collegate | | | | 320.000,00 ² | NA | NA | NA | - | NA | 320.000,00 | NA | NA |
| Totale | | | | 686.333,00 | | | | 10.180,44 | | 696.513,44 | | |
| <hr/> | | | | | | | | | | | | |
| GIANCARLO SELCI | Amm.delegato | dal 27.04.2012 | Approvazione del bilancio al 31.12.2014 | | | | | | | | | |
| Compensi nella società che redige il bilancio | | | | 233.000,00 ³ | NA | NA | NA | 4.384,01 | NA | 237.384,01 | NA | NA |
| Compensi da controllate e collegate | | | | 142.000,00 ⁴ | NA | NA | NA | - | NA | 142.000,00 | NA | NA |
| Totale | | | | 375.000,00 | | | | 4.384,01 | | 379.384,01 | | |
| <hr/> | | | | | | | | | | | | |
| ALESSANDRA PARPAJOLA | Amm.re | dal 27.04.2012 | Approvazione del bilancio al 31.12.2014 | | | | | | | | | |
| Compensi nella società che redige il bilancio | | | | 102.530,00 ⁵ | NA | NA | NA | 9.188,05 | NA | 111.718,05 | NA | NA |
| Compensi da controllate e collegate | | | | 142.000,00 ⁶ | NA | NA | NA | - | NA | 142.000,00 | NA | NA |
| Totale | | | | 244.530,00 | | | | 9.188,05 | | 253.718,05 | | |
| <hr/> | | | | | | | | | | | | |
| STEFANO PORCELLINI | Amm.re | dal 27.04.2012 | Approvazione del bilancio al 31.12.2014 | | | | | | | | | |
| Compensi nella società che redige il bilancio | | | | 238.941,43 ⁷ | NA | 33.639,42 ⁹ | NA | 4.427,94 | 4.385,00 ¹⁰ | 281.393,79 | Cfr. Tabelle 2 e 3 | NA |
| Compensi da controllate e collegate | | | | 25.082,19 ⁸ | NA | NA | NA | - | - | 25.082,19 | NA | NA |
| Totale | | | | 264.023,62 | | 33.639,42 | | 4.427,94 | 4.385,00 | 306.475,98 | | |
| <hr/> | | | | | | | | | | | | |
| CESARE TINTI | Consigliere | dal 14.11.2012 | Approvazione del bilancio al 31.12.2014 | | | | | | | | | |
| Compensi nella società che redige il bilancio | | | | 163.514,86 ¹¹ | NA | 29.250,00 ⁹ | NA | 3.685,09 | 2.905,00 ¹⁰ | 199.354,95 | Cfr. Tabelle 2 e 3 | NA |
| Compensi da controllate e collegate | | | | 1.358,90 ¹² | NA | NA | NA | NA | NA | 1.358,90 | NA | NA |
| Totale | | | | 164.873,76 | | 29.250,00 | | 3.685,09 | 2.905,00 | 200.713,85 | | |
| <hr/> | | | | | | | | | | | | |
| LEONE SIBANI | Amm.re Ind. e LID | dal 27.04.2012 | Approvazione del bilancio al | | | | | | | | | |

| NOME E COGNOME | CARICA | PERIODO IN CUI È STATA RICOPERTA LA CARICA | SCADENZA DELLA CARICA | COMPENSI FISSI | COMPENSI PER LA PARTECIPAZIONE A COMITATI | COMPENSI VARIABILI NON EQUITY | | BENEFICI NON MONETARI | ALTRI COMPENSI | TOTALE | FAIR VALUE DEI COMPENSI EQUITY ¹⁹ | INDENNITÀ DI FINE CARICA O DI CESSAZIONE DEL RAPPORTO DI LAVORO |
|--|--------|--|-----------------------|-------------------------|---|-------------------------------|---------------------------|-----------------------|----------------|------------------|--|---|
| | | | | | | BONUS E ALTRI INCENTIVI | PARTECIPAZIONE AGLI UTILI | | | | | |
| | | | 31.12.2014 | | | | | | | | | |
| Compensi nella società che redige il bilancio | | | | 30.000,00 ¹³ | 6.000,00 ¹⁷ | NA | NA | NA | NA | 36.000,00 | NA | NA |
| Compensi da controllate e collegate | | | | - | - | NA | NA | NA | NA | - | NA | NA |
| Totale | | | | 30.000,00 | 6.000,00 | | | | | 36.000,00 | | |

| GIAMPAOLO GARATTONI | Amm.re Ind. | dal 27.04.2012 | Approvazione del bilancio al 31.12.2014 | | | | | | | | | |
|--|-------------|----------------|---|-------------------------|------------------------|----|----|----|----|------------------|----|----|
| Compensi nella società che redige il bilancio | | | | 20.000,00 ¹⁴ | 3.000,00 ¹⁷ | NA | NA | NA | NA | 22.250,00 | NA | NA |
| Compensi da controllate e collegate | | | | - | - | NA | NA | NA | NA | - | NA | NA |
| Totale | | | | 20.000,00 | 2.250,00 | | | | | 22.250,00 | | |

| SALVATORE GIORDANO | Amm.re Ind. | dal 27.04.2012 | Approvazione del bilancio al 31.12.2014 | | | | | | | | | |
|--|-------------|----------------|---|-------------------------|------------------------|----|----|----|----|------------------|----|----|
| Compensi nella società che redige il bilancio | | | | 20.000,00 ¹⁵ | 2.250,00 ¹⁷ | NA | NA | NA | NA | 22.250,00 | NA | NA |
| Compensi da controllate e collegate | | | | - | - | NA | NA | NA | NA | - | NA | NA |
| Totale | | | | 20.000,00 | 2.250,00 | | | | | 22.250,00 | | |

| SINDACI | | | | | | | | | | | | |
|--|------------|----------------|---|-------------------------|----|----|----|----|----|------------------|----|----|
| GIOVANNI CIURLO | Presidente | dal 27.04.2012 | Approvazione del bilancio al 31.12.2014 | | | | | | | | | |
| Compensi nella società che redige il bilancio | | | | 71.262,67 ¹⁸ | NA | NA | NA | NA | NA | 71.262,67 | NA | NA |
| Compensi da controllate e collegate | | | | - | NA | NA | NA | NA | NA | - | NA | NA |
| Totale | | | | 71.262,67 | | | | | | 71.262,67 | | |

| CLAUDIO SANCHIONI | Sindaco effettivo | dal 27.04.2012 | Approvazione del bilancio al 31.12.2014 | | | | | | | | | |
|--|-------------------|----------------|---|------------------|----|----|----|----|----|------------------|----|----|
| Compensi nella società che redige il bilancio | | | | 44.000,00 | NA | NA | NA | NA | NA | 44.000,00 | NA | NA |
| Compensi da controllate e collegate | | | | - | NA | NA | NA | NA | NA | - | NA | NA |
| Totale | | | | 44.000,00 | | | | | | 44.000,00 | | |

| RICCARDO PIERPAOLI | Sindaco effettivo | dal 27.04.2012 | Approvazione del bilancio al 31.12.2014 | | | | | | | | | |
|--|-------------------|----------------|---|------------------------|----|----|----|----|----|------------------|----|----|
| Compensi nella società che redige il bilancio | | | | 44.000,00 | NA | NA | NA | NA | NA | 44.000,00 | NA | NA |
| Compensi da controllate e collegate | | | | 4.696,00 ¹⁸ | NA | NA | NA | NA | NA | 4.696,00 | NA | NA |
| Totale | | | | 48.696,00 | | | | | | 48.696,00 | | |

| DIRIGENTI CON RESPONSABILITÀ STRATEGICHE | | | | | | | | | | | | |
|--|--|--|--|--------------------------|----|------------------------|----|-----------------|------------------------|-------------------|--------------------|----|
| DIRIGENTI STRATEGICI (IN AGGREGATO) | | | | | | | | | | | | |
| Compensi nella società che redige il bilancio | | | | 101.229,64 ¹⁶ | NA | 28.538,79 ⁹ | NA | 3.820,09 | 4.260,00 ¹⁰ | 137.848,52 | Cfr. Tabella 2 e 3 | NA |
| Compensi da controllate e collegate | | | | NA | NA | NA | NA | NA | NA | | NA | NA |
| Totale | | | | 101.229,64 | | 28.538,79 | | 3.820,09 | 4.260,00 | 137.848,52 | | |

- (1) di cui: (a) emolumenti di competenza deliberati dall'assemblea, ancorché non corrisposti: €0; (b) compensi ricevuti per lo svolgimento di particolari cariche (presidente, amministratore delegato, ecc.): €366.333,00; (c) gettoni di presenza: €0; (d) rimborsi spese forfettari: €0; (e) retribuzioni fisse da lavoro dipendente, al lordo degli oneri fiscali e contributivi: €0;
- (2) di cui: (a) emolumenti di competenza deliberati dall'assemblea, ancorché non corrisposti: €0; (b) compensi ricevuti per lo svolgimento di particolari cariche (presidente, amministratore delegato, ecc.): €320.000,00; (c) gettoni di presenza: €0; (d) rimborsi spese forfettari: €0; (e) retribuzioni fisse da lavoro dipendente, al lordo degli oneri fiscali e contributivi: €0;
- (3) di cui: (a) emolumenti di competenza deliberati dall'assemblea, ancorché non corrisposti: €0; (b) compensi ricevuti per lo svolgimento di particolari cariche (presidente, amministratore delegato, ecc.): €233.000,00; (c) gettoni di presenza: €0; (d) rimborsi spese forfettari: €0; (e) retribuzioni fisse da lavoro dipendente, al lordo degli oneri fiscali e contributivi: €0;
- (4) di cui: (a) emolumenti di competenza deliberati dall'assemblea, ancorché non corrisposti: €0; (b) compensi ricevuti per lo svolgimento di particolari cariche (presidente, amministratore delegato, ecc.): €142.000,00; (c) gettoni di presenza: €0; (d) rimborsi spese forfettari: €0; (e) retribuzioni fisse da lavoro dipendente, al lordo degli oneri fiscali e contributivi: €0;
- (5) di cui: (a) emolumenti di competenza deliberati dall'assemblea, ancorché non corrisposti: €0; (b) compensi ricevuti per lo svolgimento di particolari cariche (presidente, amministratore delegato, ecc.): €102.530,00; (c) gettoni di presenza: €0; (d) rimborsi spese forfettari: €0; (e) retribuzioni fisse da lavoro dipendente, al lordo degli oneri fiscali e contributivi: €0;
- (6) di cui: (a) emolumenti di competenza deliberati dall'assemblea, ancorché non corrisposti: €0; (b) compensi ricevuti per lo svolgimento di particolari cariche (presidente, amministratore delegato, ecc.): €142.000,00; (c) gettoni di presenza: €0; (d) rimborsi spese forfettari: €0; (e) retribuzioni fisse da lavoro dipendente, al lordo degli oneri fiscali e contributivi: €0;
- (7) di cui: (a) emolumenti di competenza deliberati dall'assemblea, ancorché non corrisposti: €0; (b) compensi ricevuti per lo svolgimento di particolari cariche (presidente, amministratore delegato, ecc.): €50.000,00; (c) gettoni di presenza: €0; (d) rimborsi spese forfettari: €0; (e) retribuzioni fisse da lavoro dipendente, al lordo degli oneri fiscali e contributivi: €188.941,43;
- (8) di cui: (a) emolumenti di competenza deliberati dall'assemblea, ancorché non corrisposti: €1.000,00; (b) compensi ricevuti per lo svolgimento di particolari cariche (presidente, amministratore delegato, ecc.): €24.082,19; (c) gettoni di presenza: €0; (d) rimborsi spese forfettari: €0; (e) retribuzioni fisse dalavoro dipendente, al lordo degli oneri fiscali e contributivi: €0;
- (9) Bonus derivante dal MBO;
- (10) Indennità forfettaria trasferta prevista da ccnl non avente carattere di continuità;
- (11) di cui: (a) emolumenti di competenza deliberati dall'assemblea, ancorché non corrisposti: €20.000,00; (b) compensi ricevuti come amministratore indipendente: €0; (c) gettoni di presenza: €0; (d) rimborsi spese forfettari: €0; (e) retribuzioni fisse da lavoro dipendente, al lordo degli oneri fiscali e contributivi: €143.514,86;
- (12) di cui: (a) emolumenti di competenza deliberati dall'assemblea, ancorché non corrisposti: €1.358,90; (b) compensi ricevuti per lo svolgimento di particolari cariche (presidente, amministratore delegato, ecc.): €24.082,19; (c) gettoni di presenza: €0; (d) rimborsi spese forfettari: €0; (e) retribuzioni fisse dalavoro dipendente, al lordo degli oneri fiscali e contributivi: €0;
- (13) di cui: (a) emolumenti di competenza deliberati dall'assemblea, ancorché non corrisposti: €0; (b) compensi ricevuti come amministratore indipendente: €30.000,00; (c) gettoni di presenza: €0; (d) rimborsi spese forfettari: €0; (e) retribuzioni fisse da lavoro dipendente, al lordo degli oneri fiscali e contributivi: €0;
- (14) di cui: (a) emolumenti di competenza deliberati dall'assemblea, ancorché non corrisposti: €0; (b) compensi ricevuti come amministratore indipendente: €20.000,00; (c) gettoni di presenza: €0; (d) rimborsi spese forfettari: €0; (e) retribuzioni fisse da lavoro dipendente, al lordo degli oneri fiscali e contributivi: €0;

- (15) di cui: (a) emolumenti di competenza deliberati dall'assemblea, ancorché non corrisposti: €0; (b) compensi ricevuti compensi come amministratore indipendente: €20.000,00; (c) gettoni di presenza: €0; (d) rimborsi spese forfettari: €0; (e) retribuzioni fisse da lavoro dipendente, al lordo degli oneri fiscali e contributivi: €0;
- (16) di cui: (a) emolumenti di competenza deliberati dall'assemblea, ancorché non corrisposti: €0; (b) compensi ricevuti per lo svolgimento di particolari cariche (presidente, amministratore delegato, ecc.): €0; (c) gettoni di presenza: €0; (d) rimborsi spese forfettari: €0; (e) retribuzioni fisse da lavoro dipendente, al lordo degli oneri fiscali e contributivi, complessivamente: € 101.229,64;
- (17) E' membro del Comitato per il controllo interno e del Comitato per la remunerazione. Il compenso è corrisposto per la partecipazione a tutti i comitati di cui l'amministratore è membro.
- (18) Include rimborsi per spese documentate.
- (19) Non è possibile indicare il *fair value* dei compensi *equity* poiché ad oggi non è certo il numero delle azioni effettivamente assegnate ai beneficiari del "Long Term Incentive Plan 2012 - 2014 di Biesse S.p.A.".

Tabella 2: Piani di incentivazione basati su strumenti finanziari, diversi dalle *stock option*, a favore dei componenti degli organi di direzione, amministrazione e controllo di Biesse e dei Dirigenti Strategici 2013

| BENEFICIARI DEL LONG TERM INCENTIVE PLAN 2012 - 2014 DI BIESSE S.P.A. | | STRUMENTI FINANZIARI ASSEGNATI NEGLI ESERCIZI PRECEDENTI NON VESTED NEL CORSO DELL'ESERCIZIO | | STRUMENTI FINANZIARI ASSEGNATI NEL CORSO DELL'ESERCIZIO | | | | | STRUMENTI FINANZIARI VESTED NEL CORSO DELL'ESERCIZIO E NON ATTRIBUITI | STRUMENTI FINANZIARI VESTED NEL CORSO DELL'ESERCIZIO E ATTRIBUITI | |
|---|---|--|--------------------|---|--------------------------------------|--------------------|----------------------|--|---|---|-------------------|
| NOME E COGNOME | CARICA | NUMERO E TIPOLOGIA DI STRUMENTI FINANZIARI DI BIESSE ¹ | PERIODO DI VESTING | NUMERO E TIPOLOGIA DI STRUMENTI FINANZIARI DI BIESSE | FAIR VALUE ALLA DATA DI ASSEGNAZIONE | PERIODO DI VESTING | DATA DI ASSEGNAZIONE | PREZZO DI MERCATO ALL'ASSEGNAZIONE (€) | NUMERO E TIPOLOGIA DI STRUMENTI FINANZIARI DI BIESSE | NUMERO E TIPOLOGIA DI STRUMENTI FINANZIARI DI BIESSE | VALORE ATTRIBUITO |
| STEFANO PORCELLINI | AMMINISTRATORE E RESPONSABILE AMMINISTRAZIONE E CONTROLLO | 19.634 azioni ordinarie | NA ² | NA | NA | NA | NA | NA | NA | NA | |
| CESARE TINTI | CONSIGLIERE E DIRETTORE DIVISIONE LEGNO | 11.134 Azioni ordinarie | NA ² | NA | NA | NA | NA | NA | NA | NA | |
| DIRIGENTI STRATEGICI (IN AGGREGATO) | | 7.630 Azioni ordinarie | NA ² | NA | NA | NA | NA | NA | NA | NA | |

(1) Numero di azioni di base attribuite a ciascun destinatario in data 25 maggio 2012 al prezzo medio di € 2,8973. L'effettiva assegnazione delle azioni è subordinata al raggiungimento di determinati obiettivi economico-finanziari e di *performance* nel periodo di validità del "Long Term Incentive Plan 2012 - 2014 di Biesse S.p.A.". Il numero di azioni effettivamente assegnate a ciascun beneficiario può essere compreso tra l'85% e il 125% del numero di azioni di base, in funzione della percentuale di raggiungimento degli obiettivi.

(2) Non è possibile determinare il periodo di *vesting* alla data della presente Relazione sulla remunerazione, poiché la data di *vesting* può variare. Ai sensi del "Long Term Incentive Plan 2012 - 2014 di Biesse S.p.A." le azioni, infatti, sono *vested* secondo un meccanismo che prevede che, entro 20 giorni dalla data di approvazione del bilancio consolidato relativo all'esercizio 2014, i beneficiari ricevano, ove maturino le relative condizioni, la proposta di *pay out*, che deve essere accettata da ciascuno di essi, a pena di decadenza, entro i successivi 10 giorni. La data di ricevimento dell'accettazione della proposta di *pay out* da parte di Biesse è la data di *vesting*. Il *vesting* avviene in ogni caso trascorsi i tre esercizi 2012 - 2014 e sulla base del raggiungimento degli obiettivi previsti dal piano per tale triennio. L'effettiva assegnazione delle azioni è prevista contestualmente all'erogazione della remunerazione del secondo mese successivo all'approvazione del bilancio consolidato al 31 dicembre 2014. Per maggiori informazioni sul "Long Term Incentive Plan 2012 - 2014 di Biesse S.p.A.", si veda il relativo Regolamento disponibile sul sito www.biesse.it, area Investor Relation.

Tabella 3: Piani di incentivazione monetaria a favore dei componenti degli organi di direzione, amministrazione e controllo di Biesse e dai Dirigenti Strategici 2013

| BENEFICIARI | | BONUS DELL'ANNO 2013 (€) | | | BONUS DI ANNI PRECEDENTI (€) | |
|---|---|--------------------------|-----------|-------------------------|------------------------------|------------------------|
| NOME E COGNOME | CARICA | EROGABILE/EROGATO | DIFFERITO | PERIODO DI DIFFERIMENTO | NON PIÙ EROGABILI | EROGABILE/EROGATO |
| STEFANO PORCELLINI | AMMINISTRATORE E RESPONSABILE AMMINISTRAZIONE E CONTROLLO | | | | | |
| <i>Long Term Incentive Plan 2012-2014 di Biesse¹</i> | | NA | NA | NA | NA | NA |
| <i>MBO²</i> | | NA | 94.099,81 | Aprile 2014 | NA | 33.639,42 ⁴ |
| CESARE TINTI | CONSIGLIERE E DIRETTORE DIVISIONE LEGNO | | | | | |
| <i>Long Term Incentive Plan 2012-2014 di Biesse¹</i> | | NA | NA | NA | NA | NA |
| <i>MBO²</i> | | NA | 66.907,07 | Aprile 2014 | NA | 29.250,00 ⁴ |
| DIRIGENTI STRATEGICI (IN AGGREGATO) | | | | | | |
| <i>Long Term Incentive Plan 2012-2014 di Biesse¹</i> | | NA | NA | NA | NA | NA |
| <i>MBO²</i> | | NA | 42.015,54 | Aprile 2014 | NA | 28.538,79 ⁴ |

(1) Il "Long Term Incentive Plan 2012 - 2014 di Biesse S.p.A." è attualmente il piano di incentivazione di medio - lungo periodo di Biesse e prevede, oltre all'assegnazione di azioni in portafoglio (vedi Tabella 2 che precede), l'erogazione di un premio in denaro. Si segnala che l'Assemblea dei soci di Biesse del 27 aprile 2012 ha deliberato, tra l'altro, in merito la revoca del "Retention Plan 2011 - 2012 di Biesse S.p.A." e l'approvazione del nuovo piano denominato "Long Term Incentive Plan 2012 - 2014".

(2) L'MBO è il piano di incentivazione del Gruppo Biesse di breve periodo.

(3) Importo base del premio attribuito al destinatario. L'effettiva erogazione del bonus è subordinata al raggiungimento di determinati obiettivi economico-finanziari e di *performance* nel periodo di validità del "Long Term Incentive Plan 2012 - 2014 di Biesse S.p.A.". L'effettivo importo del bonus erogato può essere compreso tra l'85% e il 125% dell'importo base, in funzione della percentuale di raggiungimento degli obiettivi. Non è possibile determinare il periodo di differimento alla data della presente Relazione sulla remunerazione, poiché la data di maturazione del diritto a ricevere il bonus può variare. Ai sensi del "Long Term Incentive Plan 2012 - 2014 di Biesse S.p.A.", il diritto a percepire il bonus matura secondo un meccanismo che prevede che, entro 20 giorni dalla data di approvazione del bilancio consolidato relativo all'esercizio 2014, i beneficiari ricevano, ove sussistano le relative condizioni, la proposta di *pay out*, che deve essere accettata da ciascuno di essi, a pena di decadenza, entro i successivi 10 giorni. La data di ricevimento dell'accettazione della proposta di *pay out* da parte di Biesse è la data di maturazione del diritto. La maturazione del diritto avviene in ogni caso trascorsi i tre esercizi 2012 - 2014 e sulla base del raggiungimento degli obiettivi previsti dal piano per tale triennio. L'effettiva corresponsione del bonus è prevista contestualmente all'erogazione della remunerazione del secondo mese successivo all'approvazione del bilancio consolidato al 31 dicembre 2014. Per maggiori informazioni sul "Long Term Incentive Plan 2012 - 2014 di Biesse S.p.A.", si veda il relativo Regolamento disponibile sul sito www.biesse.it, area Investor Relation.

(4) MBO relativo all'anno 2012 corrisposto nel 2013