



CC&G

A EURONEXT COMPANY

2021 Remuneration Policy

Cassa di Compensazione e Garanzia S.p.A.

Document summary

Document type	Policy
Purpose of the document	The purpose of the Remuneration policy is to provide guidelines and internal policies related to calculation and application of the remuneration of the all employees, management, control functions and Board of Directors of CC&G S.p.A., in line with shareholders' interest and business strategy
Classification	Internal and external
Document Owner	Head of Human Resources – Marina Famiglietti
Reference to related documentation	Remuneration Committee Terms of Reference
Regulations linked to this document	Commission Delegated Regulation (EU) No 153/2013 of 19 December 2012 supplementing Regulation (EU) No 648/2012 of the European Parliament and of the Council with regard to regulatory technical standards on requirements for central counterparties (CCP)" and, as of June 2019, "ESMA Guidelines on CCP conflict of interest management" (also ESMA Guidelines)

Version control

This Policy will be reviewed at least once a year, for updating the necessary content related to governance and processes.

Version	Date	Author	Approval	Change Description
0.6	25 March 2020	Marina Famiglietti	Board of Directors	Annual review
0.7	28 October 2021	Marina Famiglietti	Board of Directors	The Remuneration Policy has been revised to take into account the sale of the Borsa Italiana Group from LSEG to Euronext on the 29th April 2021. While the previous remuneration items have been mainly maintained, specific LSEG LTIP plans were accordingly replaced by the Euronext LTI plans.

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1. Principles and objectives of the Remuneration Policy

Our people and remuneration strategies aim to enable Euronext and Cassa di Compensazione e Garanzia S.p.A, the Italian Central Counterparty (referred as "CC&G S.p.A." or "the Company") to attract, develop and retain talent that will ensure that we maximise long term shareholder value and support the development of capital markets and the growth of the real economy.

In particular, CC&G S.p.A. provides central counterparty services to multiple trading venues for a broad range of asset classes, ensuring successful settlement of all trades taking place on guaranteed markets.

We aim to engage people over the long term by fostering diversity, providing challenging work and development opportunities, and rewarding for measurable performance. This people strategy is underpinned by our Group wide values and our overall commitment to provide sustainable growth and development for both the Company and our employees.

Our **remuneration strategy** is based on the principles of aligning remuneration arrangements with our strategic objectives, and empowering employees by differentiating top performers, being economically sustainable over the time, whilst achieving simplicity and transparency in the design and communication of remuneration arrangements. The remuneration strategy and supporting policies, and how they support our overall business strategy are set out in this remuneration policy document (hereinafter "**the Remuneration Policy**") which is **applicable as of 29th April 2021**.

This Remuneration Policy, in compliance with the European Central Counterparty Regulation (EMIR)¹, establishes adequate remuneration practices and describes information about the **fixed and variable elements of the remuneration of the Management of CC&G S.p.A., and employees of CC&G S.p.A., in particular working in the risk management, compliance, internal audit functions.**

This Policy only applies to employees of CC&G S.p.A. and doesn't apply to employees of other entity within the Euronext Group.

CC&G has established an internal **Remuneration Committee** which is responsible for submitting recommendations, and also in line with the Euronext Group processes, for the approval of the Board of Directors on the following matters, taking into consideration the preparatory work of HR Resources function and any relevant legal and regulatory requirements, provisions and recommendations:

- the CC&G S.p.A. Remuneration Policy in the context of the Remuneration Policy of the Euronext Group as a whole, taking into account all relevant factors;

¹ Regulation (EU) No 648/2012 "ESMA Guidelines on CCP Commission, Delegated Regulation (EU) No 153/2013 of 12/19/12 and, as of June 2019, "ESMA Guidelines on CCP conflict of interest management" (also ESMA Guidelines).

- the annual variable compensation pool of CC&G S.p.A. ensuring balance between fixed remuneration and variable remuneration and alignment with the CC&G risk framework (i.e. Gate Conditions risk);
- upon Board of Directors' request, the fees of the Chairman of the Board and the additional fees of the Directors appointed to specific roles or to whom specific powers have been delegated, with the abstention of the involved Directors;
- the remuneration of the Chief Executive Officer and the General Manager of CC&G S.p.A.;
- the remuneration of the Head of Internal Audit, the Chief Risk Officer and the Chief Compliance Officer, where they are employed by the company, on proposal of the CC&G Chief Executive Officer, ensuring that they will be remunerated in a manner that is independent from the business performance of the CC&G S.p.A. This is intended to avoid that control functions are subject to any conflicts of interest. However the level of remuneration shall be adequate in terms of responsibility as well in comparison to the level of remuneration in the business area.

The distribution of the fixed and variable remuneration to the individuals, according to the level of individual performance, is under the responsibility of the CC&G Chief Executive Officer, aligned with the Euronext Group Compensation Review process, acting on proposals from the managers, except for the Head of Internal Audit, the Chief Risk Officer and the Chief Compliance Officer. The Board is updated annually of the overall allocation.

The Compliance and Risk functions annually perform the controls foreseen by the Remuneration Policy within their respective remits and Internal Audit checks its effectiveness.

The **Board of Directors** of CC&G S.p.A. is responsible for approving the Remuneration Policy, monitoring its implementation and reviewing it at least annually.

Implementation decisions will be reviewed taking into consideration recommendations from the Remuneration Committee, acting on proposal of the management as mentioned above, in line with the Euronext Group processes, supported by Human Resources functions.

The Board of Directors ensures that the remuneration and incentive frameworks are compliant with regulatory requirements and statutory provisions and with the Group and CC&G Code of Conduct and promotes the adoption of consistent behaviours.

The Board of Directors ensures the involvement of all competent functions in the process of preparing and monitoring remuneration policies and practices. It also ensures that remuneration is properly documented and accessible within the company to the Regulators and Internal Functions. Any exception to this Remuneration Policy will be approved by the Board of Directors.

2. Remuneration for members of the Board of Directors

Independent Non-Executive directors receive annual fees approved by the Annual Shareholders' General Meeting. Given the nature of the Board's responsibilities, their remuneration is not linked to Company business performance.

Independent Non-Executive members of Board of Directors are not eligible to participate in any benefits programmes offered by CC&G S.p.A. to its employees. The Company does not provide any loans to members of the Board of Directors.

The CC&G Executive Board members employed within the Euronext Group do not receive any specific remuneration related to their role of Company's director.

3. Remuneration for Managers and other employees

Remuneration may consist of the following components:

- 3.1. Annual Fixed Salary component ('AFS')
- 3.2. Bonus / Short Term Incentive in the form of cash reward ('STI') and profit sharing
- 3.3. Long Term Incentive in the form of equity ('LTI')
- 3.4. Pension provisions, employee share plan, and fringe benefits

The weight of the fixed and variable components is properly differentiated with respect to the various categories of personnel, in order to adequately reflect the level of impact on financial risk and performance. An appropriate portion of the package is fixed so as not to incentivize inappropriate financial risk.

The long term remuneration in equity components, when provided, introduce a deferral mechanism to the pay, in alignment with the risk exposure of the Company.

3.1 Annual Fixed Salary ('AFS')

Annual Fixed Salary is based on a combination of factors, including role, accountability, experience and overall responsibilities taking into account the individual's area of responsibility, results achieved, expertise and background and will be determined on the basis of benchmarking comparable companies in relevant markets. There is no defined maximum salary. Increases are solely at the Company discretion except where mandated by law and/or by the national contract. Typically, Annual Fixed Salary will be positioned at

a competitive level against external benchmark in line with the overall job responsibilities of the individual.

3.2 Bonus / Short Term Incentive in the form of cash reward ('STI') and profit sharing

Employees may be awarded an annual Short Term Incentive, paid on a yearly basis in cash. This Short Term Incentive is discretionary and is reassessed every year based on Company financial results, changes in the competitive landscape, personal retention objectives and individual performance and expected behaviours, in relation to predetermined objectives on a full year basis.

Short Term Incentives are therefore not part of any recurring compensation, not acquired nor payable prorata temporis, and are subject to presence in the company.

The objective of this bonus / Short Term Incentive is to ensure the achievement of operational performance targets aligned with the strategic initiatives in the shorter term.

All CC&G employees, excluding those qualified as Managers (Dirigenti) under Italian Labour, are eligible to profit sharing scheme, which is a national contractual provision with criteria linked to the profitability and productivity of the company and negotiated with Trade Unions. No profit sharing is given in case of performance requiring significant development in the role.

3.3 Long Term Incentive in the form of equity ('LTI')

Euronext N.V. performance shares may be granted to CC&G S.p.A. employees to reflect the importance of the Company activities for the Group as a whole in supporting Euronext N.V. ambitions to grow and transform its post-trade business, including in particular CCP activities.

Employees of CC&G S.p.A. are eligible to participate in the Long Term Incentive plan (LTI), which provides an incentive for longer term commitment and retention of selected employees. When granted, LTI awards will be made in the form of performance shares of Euronext N.V. ("Performance Shares") with a 3-year cliff vesting schedule. LTI awards are granted at employer's discretion, are not part of any recurring remuneration and will be reassessed every year. The key objective of the LTI is to provide an incentive to some critical employees and secure them against the competitive environment to continue their employment relationship with the Company.

3.4 Pension provisions, employee share plan and fringe benefits

All the employees in scope will benefit from the regular benefits package of CC&G S.p.A. and will have no specific rights compared to other employees in respect of pension benefits, employee share plans, insurance arrangements and usual fringe benefits.

The benefits provide local market competitive benefits. Benefits are reviewed periodically to ensure they remain affordable and competitive.

4. Employment conditions

All the employees in scope are subject to Italian Law and entitled to the mandatory notice period in the event of severance or termination.

The potential severance payment in case of termination of contract is based on market practice and legal rules for all employees.

Where severance payments are awarded to an employee who ceases employment, the company undertakes to ensure that such termination payments shall be determined in such a way as to establish no reward for failure and compatibility with the financial situation of the company and with external best practice

5. Control and reporting

Remuneration Policy and relevant decisions will be approved and annually reviewed by the CC&G Board of Directors meetings, following the submission of Remuneration Committee recommendations, in line with the Euronext Group processes, supported by Human Resources functions, and in compliance with the applicable regulatory requirements.

6. Disclosure

CC&G, on its website, shall make available to the public the key elements of the remuneration policy. The results of the independent audits will be made available to the competent Authority.

7. Specific Regulatory framework requirements for CCP

7.1 Remuneration for shared members of the Board of Directors, Managers and Employees

In case the Board of Directors and Managers activities are shared with another group entity, responsibilities and remuneration will be clearly defined in order to avoid any biased decisions; this complies also with the provisions set by "ESMA guidelines on CCP conflict of interest management".

In case CC&G S.p.A. staff will perform tasks for several Group entities, under the terms of an outsourcing arrangement, the remuneration will be defined according with the provisions set by the "ESMA Guidelines".

8. Governance procedural aspects

8.1 Corporate bodies

Shareholders' meeting

Pursuant to the By-Laws of the Company, Shareholders' Meeting establishes the overall remuneration for the Board of Directors upon appointment for the duration of their office.

Board of Directors remuneration

The Board of Directors establishes the individual fee for each Director, within the overall amount established by the Shareholders' meeting and, according to the framework of delegated powers in force within the Company, determines, having consulted the Board of Statutory Auditors, the remuneration of those Directors appointed to special offices or who have been entrusted with special powers with regards to the ordinary management of the Company.

Directors might renounce to the membership or attendance fee related to the directorship or to specific offices. Executives are covered by the Director's and Officers' insurance and indemnification.

Chairman of the Board of Directors remuneration

The Chairman as non Executive Director with a specific appointment receives a chairmanship flat fee. No provision is made for incentive linked to performance or for benefit and pension schemes. If he/she is employed in a Company owned by the Euronext Group, in agreement with the guidelines of the Group, he/she is asked to renounce to the fees. The Chairman might renounce to the chairmanship fee.

Statutory Auditors remuneration

The Board of Statutory Auditors advises the Board of Directors on the proposed remuneration policy and its implementation.

The Board of Statutory Auditors Chairman and members are awarded with a flat fee and no provision is made for incentives linked to performance or for benefit and pension schemes.

Internal Control Functions authority

The approval process of the Remuneration policy requires the involvement of the internal control functions. They should have appropriate authority in carrying out their activities. In particular:

- The Risk Department is responsible for identifying the most appropriate key risks indicators to be used as Gate Conditions for the remuneration practices and verify their actual value.
- The Compliance Department is responsible for ensuring the compliance of the remuneration policy to the relevant applicable regulatory requirements and for submitting a compliance report on Remuneration Policy to the Remuneration Committee and to the Board of Directors.
- The Internal Audit Department is responsible for verifying on annual basis the compliance of the remuneration practices to the remuneration policy and to the relevant regulation and for submitting an independent audit report to the Remuneration Committee and to the Board of Directors.

Other Corporate Functions involved authority

The definition of the remuneration process requires also the involvement of other Corporate Functions which should have appropriate authority in carrying out their activities:

- The Human Resources function is responsible for drawing up the remuneration policies, supporting the governance, putting forward recommendations to the Remuneration Committee on the remuneration practices, coordinating the inputs from the other control functions to the extent of their responsibilities, ensuring alignment among the remuneration policy and practices, the group remuneration framework and the regulatory requirements on remuneration;
- The Finance Department is responsible for ensuring alignment between the remuneration practices and the short and long term financial objectives of the company as well as the sustainability of the remuneration practices in a multi-year period.

8.2 Definition of the gate conditions

In order to ensure that the remuneration is consistent with the financials of the company and with the mission of the Company in terms of safe and prudent Risk management, CC&G oversees **Gate Conditions** strictly related to the business of the company. No reward will be decided and paid if one or more of the following conditions are not met:

- Operating profit in comparison with the budget (max variance < 50%)
- Confidence level in margin coverage (coverage at least 99.5% on average of actual price/yield variations)
- Default fund (coverage of at least the two most exposed Participants under extreme but plausible conditions)

Compliance with the Liquidity Limits defined in the company Liquidity Plan.

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