

# Gruppo **TREVI**

**PRESS RELEASE PURSUANT TO ART. 84-BIS OF THE ISSUERS' REGULATION REGARDING THE ADOPTION OF A RELEVANT INCENTIVE PLAN PURSUANT TO ART. 114-BIS OF THE ITALIAN LEGISLATIVE DECREE DATED 24 FEBRUARY 1998, NO. 58.**

*Cesena, 12 November 2020 - Trevi - Finanziaria Industriale S.p.A.* (the "Company" or "Trevifin") announces that the Board of Directors of the Company on 11 November 2020 resolved to submit for approval to a convened Ordinary Shareholders' Meeting of the Company, pursuant to Art. 114-bis of the Italian Legislative Decree dated 24 February 1998, No. 58 and subsequent amendments and additions (the "TUF", namely the Consolidated Law on Finance), a long-term incentive plan divided into three three-year cycles whose vesting period consists of three years starting, respectively from 1 January 2020, 1 January 2021 and 1 January 2022.

The Plan has as its object the free assignment to the Beneficiaries of an incentive consisting of a cash bonus and rights to receive free Trevifin ordinary shares (the "Free Shares") which will accrue upon the achievement of certain performance objectives, attributing the right to receive 1 Free Share per each accrued right.

The performance objectives for the first cycle relate to (i) Cumulative Consolidated FCFO (weight 15%), (ii) Consolidated NFP/Recurring Consolidated EBITDA (weight 15%), (iii) Cumulative Order Intake () (weight 10%), (iv) Total Shareholder Return (weight 50%) and (v) sustainability objectives (weight 10%).<sup>1</sup> The Board of Directors will identify the indices, the performance objectives and their weights for the subsequent cycles after hearing the opinion of the Nomination and Remuneration Committee.

Both the amount of the cash bonus and the number of Free Shares that will be awarded to each Beneficiary will depend on the fulfillment of the conditions for access to the Plan and the level of achievement of the performance objectives.

The Plan provides for the deferred delivery of the Free Shares 12 months after the payment of the cash bonus which must be made within 60 days from the approval of the financial statements of the last financial year of the vesting period of each cycle.

The Plan is reserved for employees with an open-ended employment contract and/or directors, employees of the Company, vested with particular offices of the Company or of companies controlled by it, pursuant to Article 2359 of the Italian Civil Code, including the Trevifin's Chief Executive Officer, who will be identified, for each of the three three-year cycles of which the Plan is composed, by the Board of Directors, having heard the opinion of the Nomination and Remuneration Committee.

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<sup>(1)</sup> Indicates the algebraic sum of the gross value of all orders formalized in the contracts between the Company and third-party customers per each vesting period, regardless of whether they have already been processed/invoiced in the reference period.

The adoption of the Plan will encourage behaviours aimed at achieving sustainable results and creating value for shareholders in the medium to long term, reducing any excessively risk-oriented behaviours, and at promoting the loyalty of the directors and employees of the Group who occupy positions of greater importance and are, therefore, more directly responsible for company results, encouraging their permanence in the Group.

The Plan governs the effects of the termination of the relationship between the Beneficiary and the Company before the date of recognition of the cash bonus and the Free Shares with clauses that, according to best practice, distinguish hypotheses of so-called bad leaver and hypothesis of so-called good leaver and include claw-back forecasts.

For a detailed description of the Plan, please refer to the Information Document, drawn up pursuant to Art. 114-bis of the Consolidated Law on Finance and Art. 84 bis of the CONSOB Issuers' Regulation, which will be made available to the public in accordance with the law, together with the explanatory report of the Board of Directors drawn up pursuant to Art. 125-ter, paragraph 1, of the Consolidated Law on Finance.

The Board of Directors resolved to convene the ordinary meeting for the purposes of approving the Plan by the end of December, giving the Chairman the broadest powers to determine its place and date.

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#### **About Trevi:**

*The Trevi Group is a world leader in all-round subsoil engineering (special foundations, soil consolidation, recovery of polluted sites), in the design and marketing of specialized technologies in the sector and in the construction of automated underground multi-storey car parks. Born in Cesena in 1957, the Group has about 70 companies and, with its dealers and distributors, is present in 90 countries. Among the reasons for the success of the Trevi Group are the internationalization, integration and continuous interchange between the two divisions: Trevi, which carries out special foundations and soil consolidation works for large infrastructural interventions (subways, dams, ports and docks, bridges, railway and motorway lines, industrial and civil buildings) and Soilmec, which designs, manufactures and markets machinery, systems and services for subsoil engineering.*

*The parent company (Trevi-Finanziaria Industriale S.p.A.) has been listed on the Milan stock exchange since July 1999.*

#### **For further information:**

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