



The Wellness Company

**REPORT ON CORPORATE GOVERNANCE
AND OWNERSHIP STRUCTURE
PURSUANT TO ART. 123-BIS OF LEGISLATIVE DECREE 24 FEBRUARY 1998 NO. 58**

(Traditional Administration and Control Model)

Issuer: **Technogym S.p.A.**

Website: www.technogym.com

Year the Report refers to: **2016**

Date of approval of the Report: **6 March 2017**

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GLOSSARY AND DEFINITION

Shareholders' Meeting:	meeting of the shareholders of the Issuer.
Director in charge of Internal Control System:	the Director in charge of the Internal Control and Risk Management System of the Company, appointed on 16 March 2016 pursuant to Standard 7.P.3 (a) (i) of the Corporate Governance Code.
Judicial authorities:	any administrative, tax and judicial authority, ordinary and special, in any procedure, in any level and in any court.
Borsa Italiana:	Borsa Italiana S.p.A., with registered office in Milan, Piazza degli Affari No. 6.
BPER:	BPER Banca S.p.A., with registered office in Modena, via San Carlo, 8/20, Tax ID, VAT No. and Modena Business Register No. 01153230360.
Chapter:	each chapter of this Report.
Code/Corporate Governance Code:	Corporate Governance Code for Listed Companies approved in December 2011 by the Corporate Governance Committee and promoted by Borsa Italiana, ABI, Ania, Assogestioni, Assonime and Confindustria.
Board of Statutory Auditors:	Board of Statutory Auditors of the Issuer.
Control and Risk Committee:	committee established within the Board of Directors in compliance with standard 7.P.4 of the Corporate Governance Code.
Committee for Transactions with Related Parties:	committee for transactions with related parties, established within the Board of Directors pursuant to the Related Party Regulations.
Nomination and Remuneration Committee:	committee established within the Board of Directors in compliance with Art. 6.P.3 of the Corporate Governance Code.
Board of Directors:	Board of Directors of the Issuer.
CONSOB:	Commissione Nazionale per le Società e la Borsa, with registered office in Rome, Via G.B. Martini No. 3.
Subsidiaries/Subsidiary Companies:	companies directly and indirectly controlled by the Issuer pursuant to Art. 2359 of the Civil Code and Art. 93 of the Consolidated Finance Law.
CR Parma e Piacenza:	Crédit Agricole Cariparma S.p.A, with registered office in via Università, 1 - 43121 Parma, Tax ID, VAT and Parma Business Register No. 02113530345.

Date of Admission to Trading or Trading Start Date:	first day of trading of shares on MTA, that is, 3 May 2016.
Delegation for LTIP purposes:	resolution by which, on 30 March 2016, the extraordinary Shareholders' Meeting of the Company has granted to the Board of Directors, pursuant to Art. 2443 of the Civil Code, the power to increase the share capital, in the period ending 31 December 2018, up to a maximum amount of €100,000, without consideration, in one or more tranches, by allocating the corresponding maximum amount of profits (or profit reserves) pursuant to Art. 2349 of the Civil Code, and issuing shares of the Company to the employees of the Company or its Subsidiaries, as part of the LTIP.
Addressees:	all those who have access to Confidential or Insider Information as defined in Ch.5 of the Report.
Information Document:	information document drafted pursuant to Art. 84-bis of the Issuers' Regulations and in compliance with the Scheme No. 7 of Annex 3A to the same Issuers' Regulations.
Internal Audit Manager:	person in charge of the Internal Audit function of the Company, appointed on 11 May 2016 pursuant to Application Criterion 7.C.5 of the Corporate Governance Code.
Financial Reporting Manager:	Executive in charge of drafting the financial reports of the Company, appointed by the Board of Directors on 16 February 2016 in compliance with Art. 154-bis of the Consolidated Finance Law and Art. 18 of the Articles of Association.
Qualifying Right in Rem:	right in rem entitling to the vote (full ownership with voting rights, ownership without usufruct with voting rights, or usufruct with voting rights).
Legislative Decree 231/2001:	Legislative Decree 8 June 2001 No. 231, as amended, containing " <i>Regulations governing the administrative responsibility of corporate bodies, companies and associations with or without legal liability, pursuant to Art. 11 of Act 29 September 2000, No. 300</i> ".
Special List:	special list established and regulated by Art. 7 of the Articles of Association.
AIF:	alternative investment funds.
Flag Holding LLC:	Flag Holding LLC, with registered office in PO Box 43399, Abu Dhabi, UAE.
FTSE-MIB:	index that measures the performance of 40 Italian stocks and seeks to replicate the broad sector weights of the

	Italian stock market. The Index is derived from the universe of stocks trading on the Borsa Italiana main equity market.
Group or Technogym Group:	jointly, the Company and the companies at the time, directly or indirectly, controlled by this pursuant to Art. 2359 of the Civil Code and Art. 93 of the Consolidated Finance Law.
Investor Relator:	person managing and coordinating the relations with the shareholders.
Directions on Borsa Italiana Regulations:	directions on the regulations of the markets organised and managed by Borsa Italiana in force at the date of this Report.
LTIP:	long term incentive plan for Technogym management, as approved by the Board of Directors in June 2012 and later amended with resolutions of the Board of Directors, first on 18 June 2015 and, more recently, on 16 December 2015.
Model:	Model of Organisation, Management and Control as set forth in Legislative Decree 231/2001, adopted by the Board of Directors.
MTA:	Mercato Telematico Azionario (Electronic Stock Exchange), organised and managed by Borsa Italiana.
Supervisory Board:	Supervisory Board established to monitor the operation and compliance of the Model, established by the Board of Directors pursuant to Legislative Decree 231/2001.
Relevant Transactions:	transactions defined as such in Ch.5 of the Report.
Paragraph:	each paragraph of this Report.
Relevant Period:	period of 24 months from inclusion in the Special List.
Performance Shares Plan:	2017-2019 Performance Shares Plan, approved on 6 March 2017 by the Board of Directors, to be presented to the Shareholders' Meeting called for 21 April 2017.
Procedure:	procedure regulating the internal management and external communication of documents and information on the Company, approved by the Board of Directors and in force at the time.
Internal Dealing Procedure:	procedure on internal dealing adopted by the Company pursuant to Art. 19 of MAR, Delegated Regulation 522 and Delegated Regulation 523.
Procedure for Transactions with Related Parties:	procedure regulating transactions with related parties approved by the Board of Directors on 11 May 2016.
Register Procedure:	procedure regulating the set-up, management and update of the Register.

Proposal of Delegation for the Plan:	proposal to increase the share capital, resolved by the Board of Directors on 6 March 2017.
Listing:	admission of Technogym ordinary shares to MTA listing, from Trading Start Date, pursuant to the order of admission to listing issued by Borsa Italiana.
Register:	register established pursuant to MAR, containing the list of the persons who, because of their working or professional activity or functions, have access to Insider Information, even with a delay.
Delegated Regulation 522:	Delegated Regulation of the European Commission No. 2016/522, 17 December 2015
Delegated Regulation 523:	Delegated Regulation of the European Commission No. 2016/523, 10 March 2016,
Borsa Italiana Regulations:	regulations of the markets organised and managed by Borsa Italiana, approved by the Shareholders' Meeting of Borsa Italiana, as in force at the date of this Report.
Issuers' Regulations:	regulations on issuers, issued by CONSOB with resolution No. 11971, 14 May 1999, as amended and integrated.
MAR or Market Abuse Regulations:	Regulations (EU) No. 596/2014.
Market Regulations:	regulations on markets, issued by CONSOB with resolution No. 16191, 29 October 2007, as amended and integrated.
Related Party Regulations:	regulations on transactions with related parties issued by CONSOB with resolution No. 17221, 12 March 2010, as amended and integrated.
Report:	this Report on corporate governance and ownership structure, drafted pursuant to Art. 123- <i>bis</i> of the Consolidated Finance Law.
Remuneration Report:	report on remuneration drafted pursuant to Art. 123- <i>ter</i> of the Consolidated Finance Law and Art. 84- <i>quater</i> of the Issuers' Regulations and in compliance with the Scheme No. 7- <i>bis</i> of Annex 3A to the Issuers' Regulations.
Control and Risk Management System:	Internal Control and Risk Management System adopted by Technogym.
Company or Issuer:	Technogym.
Auditing Company:	auditing company listed in the Register of Independent Auditors held at the Ministry of Economy and Finance, appointed to audit the accounts of the Issuer.
Articles of Association:	articles of association of the Company in force at the date of this Report.

Technogym:	Technogym S.p.A., with registered office in Cesena, Via Calcinaro, 2861, listed in the Business Register of the Chamber of Commerce of Romagna-Forlì-Cesena and Rimini, VAT No. 06250230965.
Technogym Emirates:	Technogym Emirates LLC, with registered office in P.O. Box 115158, Dubai, UAE.
Technogym Village:	headquarters of the group, located in Via Calcinaro 2861, Cesena (FC) and including factories, offices and green areas for a total area equal to approximately 145,000 square meters.
Consolidated Finance Law:	Legislative Decree 24 February 1998, No. 58, as amended and integrated (<i>Testo Unico della Finanza</i>).
Wellness Holding:	Wellness Holding S.r.l., with registered office in Cesena (FC), Corte Don Giuliano Botticelli 51, tax ID, VAT and Business Register of Forlì-Cesena No. 03323730402.
Wellness Solution:	Wellness Solution LLC, with registered office in Dubai, UAE, P.O. BOX 115158.

1. PROFILE OF THE ISSUER

Mission

The Technogym Group is one of the leading groups in the international fitness equipment market in terms of sales volumes and market share. The Technogym Group offers wellness solutions, in particular for exercise (fitness), sport training and physical therapy (health), addressed to the main segments of the fitness equipment market and more in general to the wellness sector broadly defined. These solutions are characterised by technology innovations, attention to design and functionality of products and services. The range of products offered by the Technogym Group includes equipment that has received very good reviews by final users and professionals – as well as several international awards for industrial design – and that over time has contributed to positioning the Technogym brand in the top market range at the international level.

On 3 May 2016, the ordinary shares of Technogym were admitted to trading on the Mercato Telematico Azionario organised and managed by Borsa Italiana (“MTA”).

Business purpose

Pursuant to Art. 3 of the Articles of Association, the business purpose of the Company is the invention, design, development, production, lease, franchising, sale, wholesale and retail trading, import and export of equipment, machinery, accessories and products to be used for physical activity, as well as the related installation, advice, assistance and repair and other services. The business purpose of the Company also includes the invention, design, development, production, leasing, licensing, franchising, sale, wholesale and retail trading, import and export of software applications, also in the cloud, electronic devices to measure biometric or movement parameters, and hardware products, including the management of on-line platforms, and the related installation, advice, assistance and repair and other services, provided these activities are functional, related or instrumental to physical activity. The Company also provides management of gyms and physical therapy centres.

The Company may purchase, exchange, acquire in any other form, manage and sell stocks and bonds as well as equity investments and interests in other companies operating in the same sector, or in similar or related sectors. The Company may also provide technical, administrative and financial coordination and assistance, as well as cash pooling services, for the companies of the Group; it may also provide services of marketing, promotion, sales assistance and advice to these affiliated companies and take care of the publicity, promotion and use of the company brands.

Therefore, the Company may carry out all business, financial, sales, securities and real estate transactions needed to achieve the business purpose, or directly and indirectly related to this, including the provision of real and personal guarantees, also in favour of third parties, as well as the purchase and sale of interests and investments, including equity investments, in other companies, already established or about to be established, in Italy and abroad.

All these activities must be carried out within the limits and in compliance with the standards that regulate their exercise and with the legal and regulatory provisions on activities reserved to those registered with professional boards, orders, or registers in force at the time. Notably, financial activities must be carried out in compliance with the relevant legal and regulatory provisions in force at the time and never with the public.

Company organisation

The governance of Technogym, as specified by the Articles of Association, is based on the traditional model of administration and control and includes the following bodies:

- the Shareholders' Meeting;
- the Board of Directors, within which a Chairman and possibly a Deputy Chairman, one or more Chief Executive Officers and an Executive Committee are appointed; and
- the Board of Statutory Auditors.

For a more complete description of the governance structure of Technogym, we note that at the date of this Report the following were in office:

- the **Financial Reporting Manager**, appointed on 16 February 2016, with effectiveness suspended and conditional on the Trading Start Date pursuant to Art. 154-*bis* of the Consolidated Finance Law and Art. 25 of the Articles of Association;
- the **Committee for Transactions with Related Parties**, established within the Board of Directors on 11 May 2016, pursuant to the regulations on transactions with related parties issued by CONSOB with resolution No. 17221 of 12 March 2010, as amended ("**Related Party Regulations**");
- the committee for internal control and risk management ("**Control and Risk Committee**"), established within the Board of Directors on 16 February 2016, pursuant to Standard 7.P.4 of the Corporate Governance Code, with effectiveness suspended and conditional on the Trading Start Date;
- the **Nomination and Remuneration Committee**, established within the Board of Directors on 16 February 2016, pursuant to Standard 6.P.3 of the Corporate Governance Code, with effectiveness suspended and conditional on the Trading Start Date;
- the Director in charge of the Internal Control and Risk Management System, appointed on 16 March 2016 pursuant to Standard 7.P.3(a)(i) of the Corporate Governance Code ("**Director in charge of internal control system**");
- The Head of the Internal Audit function, appointed on 11 May 2016 pursuant to Application Criterion 7.C.5 of the Corporate Governance Code;
- the **Supervisory Board**, established by the Board of Directors on 28 May 2013, renewed on 4 August 2016, pursuant to Legislative Decree No. 231/2001.

On 16 February 2016, PricewaterhouseCoopers S.p.A was appointed by the ordinary Shareholders' Meeting to audit the accounts of Technogym, for the years from 2016 to 2024 included.

2. INFORMATION ON OWNERSHIP STRUCTURE AT THE DATE OF THIS REPORT

a) Share capital structure

The share capital of the Issuer, fully subscribed and paid-in, is equal to €10,000,000.00, divided in 200,000,000 ordinary shares without specification of a nominal value. There are no other share categories. Each share gives the right to one vote, apart from what will be said below on special voting rights.

Pursuant to Art. 7 of the Articles of Association, a shareholder will have right to two votes for each share, if the following conditions are both met:

- (a) voting rights pertain to the same party (or, in the case of joint ownership of the Qualifying Right in Rem, as defined below, to the same parties) based on a qualifying right in rem (full ownership with voting rights, ownership without usufruct with voting rights or usufruct with voting rights) ("**Qualifying Right in Rem**") for a continuous period of at least 24 (twenty-four) months from

- (i) the Trading Start Date of the shares of the Company on the Mercato Telematico Azionario organised and managed by Borsa Italiana S.p.A., or a date after this; or else (ii) a date preceding this Date by no more than 20 months;
- (b) the verification of the condition under (a) is proved (i) by the inclusion for a continuous period of at least 24 (twenty-four) months, in the special list established and regulated by Art. 7 of the Articles of Association of the Company or, (ii) in the case under (a) (ii) above, by continuous inclusion in the special list and, for the previous period, by the notes made on the certificates representative of the shares of the Company and/or the records in Shareholders' Register of the Company.

For the purposes of the condition under (b) above and the granting of special voting rights, the entitled party must submit a special application at the end of the relevant period, according to the cases sub (b)(i) or (b)(ii) above ("**Relevant Period**") from their inclusion in the Special List, proving entitlement to the Qualifying Right in Rem with a special communication issued by the intermediary pursuant to the legal and regulatory provisions in force at the time and providing the information required by the legal and regulatory provisions in force at the time.

At the date of this report, 120,000,000 out of 200,000,000 ordinary shares had special voting rights. The table below shows the share capital structure of Technogym S.p.A.

SHARE CAPITAL STRUCTURE						
	No. shares	% on share capital	Voting rights	% of total voting rights	Listing	Rights and obligations
Total ordinary shares	200,000,000	100%	320,000,000	100%	MTA	As by law and Articles of Association
- of which with special voting rights	120,000,000	60%	240,000,000	75%	MTA	As by law and Articles of Association

Apart from the provisions concerning special voting rights, all ordinary shares of Technogym give to holders the same rights, which may be exercised without restrictions.

On 30 March 2016, the extraordinary Shareholders' Meeting of the Company resolved to grant to the Board of Directors, pursuant to Art. 2443 of the Civil Code, the power to increase, for the period up to 31 December 2018, the share capital by a maximum amount of €100,000, without consideration, in one or more tranches, by allocating the maximum amount of profits (or profit reserves) pursuant to Art. 2349 of the Civil Code, and issuing shares of the Company to the employees of the Company or Subsidiaries, to service the long-term incentive plan ("**LTIP**") for Technogym management, in the terms, under the conditions and according to the procedures specified by this ("**Delegation for LTIP purposes**"). The LTIP, approved originally by the Board of Directors in June 2012 and later amended with resolution of the Board of Directors, first on 18 June 2015 and, most recently on 16 December 2015, provides for the allocation without consideration of a given number of shares of the Company when specific conditions are met and specific prerequisites are maintained. The date for the allocation of the shares was set at the end of the 18th month after 3 May 2016, Trading Start Date. For more

information concerning the LTIP, we refer to the Remuneration Report drafted pursuant to Art. 123-ter of the Consolidated Finance Law, available at the registered office and on the website of the Company (<http://corporate.technogym.com/>).

On 6 March 2017, the Board of Directors resolved to propose to the Shareholders' Meeting of the Company called for 21 April 2017 to approve, pursuant to Art. 114-bis of the Consolidated Finance Law, the adoption of a plan for the allocation without consideration of rights to receive ordinary shares of the Company, known as 2017-2019 Performance Shares Plan ("**Performance Shares Plan**"), by awarding a maximum of 1,100,000 (one million one hundred thousand) shares of the Company. The Performance Shares Plan is reserved to managers of the Technogym Group identified among employees and/or independent partners of the Company or Subsidiaries as holding strategically relevant managerial positions, or in any case as being in a position to make a significant contribution to the pursuit of the strategic objectives of the Company and/or the Group, which includes, therefore, the Key Executives of the Company. Terms and conditions of the Performance Shares Plan, including potential beneficiaries and the corresponding values, are described (i) in the information document drafted pursuant to Art. 84-bis of the Issuers' Regulations and in compliance with the Scheme No. 7 of Annex 3A to the Issuers' Regulations ("**Information Document**"), published on 22 March 2017, (ii) in the report on remuneration drafted pursuant to Art. 123-ter of the Consolidated Finance Law and Art. 84-quater of the Issuers' Regulations and in compliance with the Scheme No. 7-bis of Annex 3A to the Issuers' Regulations ("**Remuneration Report**"), published on 30 March 2017 and (iii) in the draft financial statements of the Company for the year ended 31 December 2016, approved by the Board of Directors on 6 March 2017. The Information Document, the Remuneration Report and the draft 2016 financial statements are available at the registered office and on the website of the Company (<http://corporate.technogym.com/>).

On 6 March 2017, the Board of Directors also resolved to propose to the Shareholders' Meeting of the Company to grant the Board of Directors, pursuant to Art. 2443 of the Civil Code, for a period of five years from the date of the resolution, the power to increase the share capital, without consideration, in one or multiple tranches, pursuant to Art. 2349 of the Civil Code, by a maximum of €55,000 with issuance of a maximum of 1,100,000 ordinary shares, at an issue value equal to the book value of Technogym shares at the date of execution, to be fully recognised as an equity item and awarded to the beneficiaries of the 2017-2019 Performance Shares Plan ("**Proposal of Delegation for the Plan**").

b) Restrictions on the transfer of securities

There are no restrictions on the transfer or possession of securities, nor clauses requiring approval to become a shareholder of the Company.

c) Relevant share capital holdings

The relevant holdings in the share capital of Technogym, direct or indirect, according to the communications received by the Company, pursuant to Art. 120 Consolidated Finance Law, until the date of this Report, are listed in Table 1 of the Annex.

d) Securities conferring special rights

There are no securities conferring special control rights, nor parties entitled to special rights pursuant to the Articles of Association and the legal provisions in force at the time.

For special voting rights, we refer to that which was said in Par. 2 a) above.

e) Equity investments of employees: mechanism for the exercise of voting rights

There is no mechanism excluding or limiting the direct exercise of voting rights by the beneficiaries of the LTIP and the beneficiaries of the 2017-2019 Performance Shares Plan.

f) Restrictions to voting rights

There are no mechanisms to restrict the voting rights of Shareholders, apart from the terms and conditions for the exercise of the right to take part and vote in Shareholders' Meeting described in Chapter 15 of this Report.

g) Shareholders' agreements

The Company is not aware of any agreement between Shareholders pursuant to Art. 122 of the Consolidated Finance Law.

h) Change of control clauses and provisions of the Articles of Association on takeover bids

Change of control clauses

The Company and its Subsidiaries, within their sales activity, have concluded sales agreements (for example, distribution or joint-venture, supply etc.) that, as it is common practice on international markets, include clauses that give each party the power to rescind the agreement if there is a direct and/or indirect change in the control of the other party outside of some explicit exceptions. Similar clauses are found in some lending agreements. We describe below the terms of the main agreements that include clauses of this type.

Joint venture agreements for the establishment of Technogym Emirates LLC

On 1 June 2007, Technogym and Wellness Solutions LLC ("**Wellness Solutions**") signed an agreement known as joint venture company formation agreement for the establishment of Technogym Emirates LLC ("**Technogym Emirates**"), a limited liability company for the distribution of Technogym equipment and services in the UAE, established under UAE law, of which 51% is held by Wellness Solutions and 49% by Technogym.

On the same day, Wellness Solutions, Technogym and Technogym Emirates signed a Shareholders' agreement setting conditions and terms for the operation of Technogym Emirates; a later deed (contract of establishment) of Technogym Emirates, was signed on 19 September 2007 by Technogym and Wellness Solutions. On 22 July 2012, Flag Holding LLC ("**Flag Holding**") acquired the entire equity investment held by Wellness Solutions in Technogym Emirates: therefore, on the same day, Flag Holding signed a deed of acceptance of the Shareholders' agreement Technogym Emirates, taking over from Wellness Solutions the rights and obligations deriving from the Shareholders' agreement, the contract of establishment and the joint venture company formation agreement.

The Shareholders' agreement contains, *inter alia*, a clause of change of control, pursuant to which, in the case of a change of control on Flag Holding or Technogym (including the persons that respectively control them), the other party will have right to buy the equity investment of the party which has undergone the change of control, at a price to be agreed among the parties or, in the absence of an agreement, set by a third independent party according to the market value of the Technogym Emirates shares. The listing or the admission to the trading of Technogym shares on any regulated market is expressly excluded as a case of change of control pursuant to the Shareholders' agreement.

CR Parma e Piacenza loan

On 26 March 2015, Cassa di Risparmio di Parma e Piacenza ("**CR Parma e Piacenza**") and the Issuer signed an agreement for a medium-long term loan for a total of €15,000,000, made available to the Issuer to support the liquidity requirements related to the business activities of the Group.

The loan in question accrues interest at a variable rate equal to Euribor 6M plus a 1.15% spread and will be repaid in 10 half-yearly constant capital instalments, equal to €1,500,000, with final maturity on 1 April 2020.

This loan requires, *inter alia*, an early repayment if the reference shareholders, together, no longer hold, directly or indirectly, a number of shares with voting rights free from encumbrance sufficient to guarantee them enough votes to have a dominant influence in the ordinary Shareholders' Meeting. This clause, however, does not apply in the case of listing of the shares of the Issuer on a regulated market.

BPER loan

On 23 March 2015, the Issuer signed a loan agreement with Banca Popolare dell'Emilia Romagna ("**BPER**") for €15,000,000, with a variable interest rate equal to Euribor 6M plus a 1.35% spread, to be repaid in 8 half-yearly instalments, with final maturity on 25 March 2019.

In the case of a change of control of the Issuer, this being the case if the shareholders Nerio Alessandri and Pierluigi Alessandri no longer hold together, directly or indirectly, a number of votes sufficient to ensure, independently from third parties, a dominant influence in the ordinary Shareholders' Meeting of the Issuer, the loan will be automatically and fully cancelled and the Issuer shall repay immediately and fully the credit granted, together with the interest, and any other amount due to BPER. This clause does not apply in the case of listing of the shares of the Issuer on a regulated market.

Provisions from the Articles of Association on takeover bids

With reference to the current provisions on takeover bids, the Articles of Association contains an explicit derogation to the authority of the Shareholders' Meeting on defences at the time of public offers for purchase or exchange on the shares of the Company (known as "passivity rule"), as set forth in Art. 104, Par. 1, of the Consolidated Finance Law.

Pursuant to Art. 23.3 of the Articles of Association of the Company, the Board of Directors, and any body delegated by this, without having to ask the authorisation of the Shareholders' Meeting, may:

(a) carry out all actions and transactions under their responsibility to prevent the objectives of a public offer for purchase or exchange from being achieved, from the communication with which the decision or the triggering of the obligation to promote the bid is made public to the closure or forfeiture of the bid itself;

(b) implement decisions under their responsibility not yet implemented, fully or in part, that do not fall in the normal course of activity of the Company, taken before the communication of which above and the execution of which may prevent the achievement of the objectives of the bid.

In addition, we note that the Articles of Association of Technogym do not expressly provide for the application of the neutralisation rules considered by Art. 104-*bis*, Par. 2 and 3, of the Consolidated Finance Law.

Powers to increase share capital and authorisations to the purchase of own shares

With reference to the Delegation for LTIP purposes and the Proposal of Delegation for the Plan, we refer to Par. 2, a) above.

On 6 March 2017, the Board of Directors also resolved to propose to the Shareholders' Meeting of the Company called for 21 April 2017 to authorise the Board of Directors to buy ordinary Technogym shares without nominal value up to the maximum limit set by Art. 2357, Par. 3 of the Civil Code, for a period of 18 months from the Date of this resolution, using any of the procedures specified by the joint provisions of Art. 132 of Legislative Decree 24 February 1998 No. 58 and 144-*bis* a), b) and d) of the Issuers' Regulations adopted by CONSOB with resolution No. 11971 of 14 May 1999 and, in any case, with any other procedures allowed by the legal and regulatory provisions in force at the time on this issue, both Italian and EU, and in compliance with all applicable laws and regulations, including Italian and EU legal and regulatory provisions on market abuse, with the sole exception of the purchase

procedures specified by Art. 144-*bis*, c) of the Issuers' Regulations. According to the proposal submitted to the Shareholders' Meeting, the purchases shall be carried out at a price between a minimum and a maximum around the market price according to the criteria specified in detail in the Report of the Board of Directors available to the public in the terms and with the procedures specified by law.

With the exception of the above, at the date of this Report, no powers have been granted to the Directors to increase share capital for a consideration, in one or multiple tranches, nor have the Directors been granted the power to issue obligations convertible in either ordinary or saving shares or with warrants valid for the underwriting of shares.

i) Direction and co-ordination activities

At the date of this Report, Wellness Holding holds 60% of the share capital and 75% of the voting rights of the Company and, therefore, controls the Issuer pursuant to Art. 93 of the Consolidated Finance Law. Wellness Holding is indirectly controlled by Nerio Alessandri, Chairman of the Board of Directors and Managing Director of the Company.

The Issuer, however, is not subject to activity of direction and co-ordination pursuant to Art. 2497 of the Civil Code *et seq.* by Wellness Holding or any other company or entity in the chain of control through which Nerio Alessandri controls Wellness Holding, as acknowledged most recently in the meeting of the Board of Directors of the Company held on 6 March 2017. More specifically, in regard to the relative presumption of direction and co-ordination by the controlling party in Art. 2497-*sexies* of the Civil Code (pursuant to which "*it is presumed, unless proven otherwise, that direction and co-ordination activities on companies are carried out by the company, or entity, required to consolidate their financial statements, or in any case controlling them*" pursuant to Art. 2359 of the Civil Code), the Board of Directors of Technogym on 16 February 2016 has deemed, after reviewing the actual circumstances, that none of the activities in which direction and co-ordination pursuant to Art. 2497 of the Civil Code *et seq.* is typically consists are carried out for the Company by Wellness Holding or other company or entity, and that therefore, by way of example and not limited to:

- towards Technogym, Wellness Holding usually only exercises the administrative and financial rights as shareholder, such as, by way of example, the exercise of voting rights in the Shareholders' Meeting;
- Technogym independently prepares the strategic, business, financial and/or budget plans of the Company and the Group and independently carries them out;
- there are no actions, resolutions or communications of Wellness Holding or other company or entity in the chain of control of the latter on the basis of which it may be reasonably argued that the decisions of Technogym are the result of a prescriptive and mandatory will of Wellness Holding or other company or entity in the chain of control of this;
- Technogym operates in full negotiating autonomy in the relations with its customers and suppliers, without any external interference by Wellness Holding or other company or entity in the chain of control of this;
- Technogym does not receive any cash pooling service – or other financial assistance or co-ordination – by Wellness Holding or other company or entity in the chain of control of this;
- Technogym does not receive, and in any case, is in no way subject to directives or instructions in the financial or credit area by Wellness Holding or other company or entity in the chain of control of this;
- Technogym does not receive, and in any case, is in no way subject to directives on the execution of "extraordinary transactions" such as, for example, acquisitions, divestitures, concentrations,

capital contributions, mergers and spin-offs by Wellness Holding or other company or entity in the chain of control of this;

- Technogym is not subject to any regulations or policy imposed by Wellness Holding or by other company or entity in the chain of control of this.

* * *

Lastly, we note that:

- the information required by Art. 123-bis, Par. 1, letter i) of the Consolidated Finance Law (on “*the agreements between the companies and the Directors [...] that provide for indemnities in the case of resignation or dismissal without just cause or if their employment relationship is terminated after a bid*”) are contained in the Remuneration Report, available at the registered office and on the website of the Company (<http://corporate.technogym.com/>);
- the information required by Art. 123-bis, Par. 1, letter l) of the Consolidated Finance Law (on “*the provisions that apply to the appointment and replacement of Directors [...] as well as to the amendment of the Articles of Association, if different from the legal and regulatory provisions applicable in a supplementary capacity*”) are described in the section of this Report devoted to the Board of Directors (Par. 4.1).

3. COMPLIANCE

Technogym abides by the Corporate Governance Code. The following paragraphs of this Report describe, *inter alia*, according to the “*comply or explain*” Standard in EU Recommendation No. 208/2014 and to the guidelines of the Corporate Governance Code, the few guidelines and application criteria of the Corporate Governance Code by which the Company has not, so far, chosen to abide.

The corporate governance system of the Company is completed by the provisions of the Articles of Association and the Regulations of the Shareholders’ Meeting. The corporate governance system of the Company is based on the principles of the Corporate Governance Code and more in general on international best practice, adapted to take into account the specific characteristics of the Company and the activities carried out.

This Report was drafted also on the basis of the instructions provided by Borsa Italiana on the format of corporate governance reports (6th version, January 2017).

Neither the Company nor its Subsidiaries are subject to non-Italian legal provisions with an influence on the corporate governance structure of Technogym.

4. BOARD OF DIRECTORS

Pursuant to the legal and regulatory provisions in force at the time for companies issuing shares listed in regulated markets and in compliance with the recommendations of the Corporate Governance Code, the Board of Directors holds a key position in the governance system of the Company.

Art. 16 of the Articles of Association, in fact, states: “*The management of the Company belongs to the exclusive authority of the Board of Directors. The Board has the broadest powers for the ordinary and extraordinary management of the Company. Notably, it has all the powers for the pursuit of the business purpose that are not strictly reserved to the Shareholders’ Meeting by the law or by these Articles of Association. Without prejudice to the competence of the Shareholders’ Meeting, the Board of Directors may also take resolutions concerning: (a) the merger of fully owned companies under the terms specified in Art. 2505 of the Civil Code or of companies held at least at 90% (ninety percent) pursuant to Art. 2505-bis of the Civil Code; (b) the opening or closing of secondary offices; (c) the specification of which Directors have the power to represent the Company; (d) the reduction in share*

capital in the case of withdrawal of a shareholder; (e) the changes to the Articles of Association made to reflect legal provisions; (f) the transfer of the registered office to another location in Italy. Art. 2436 of the Civil Code applies in any case. The Board of Directors, and any body delegated by this, have also the power, without the need to request authorisation by the Shareholders' Meeting: (a) to carry out all actions and transactions under their responsibility that may prevent the objectives of an public offer for purchase or exchange from being achieved, from the communication with which the decision or the triggering of the obligation to promote the offer were made public until the closing or forfeiture of the offer itself; (b) to implement decisions under their responsibility not yet implemented fully or implemented only in part that do not fall in the normal course of activity of the Company, taken before the communication of which above and the execution of which may prevent the achievement of the objectives of the offer."

Pursuant to Art. 20 of the Articles of Association, the Board of Directors elects among its members a Chairman, unless this is done by the Shareholders' Meeting, and a Secretary, who may or may not be a member. The Board of Directors may also appoint a Deputy Chairman.

Pursuant to Art. 24 of the Articles of Association, the Board of Directors may appoint one or more Chief Executive Officers, with joint or individual powers, and may grant other Directors special powers and, after hearing the Board of Statutory Auditors, set their remuneration. In addition, it may appoint one or more general managers, setting their powers, or grant special power of attorney.

Lastly, the Board of Directors may appoint an Executive Committee pursuant to Art. 2381 of the Civil Code, setting the number of members and their duration in office.

Pursuant to Art. 25 of the Articles of Association, the Board of Directors, after mandatory opinion of the Board of Statutory Auditors, appoints the Financial Reporting Manager, granting this appropriate resources and powers for the execution of his/her tasks, sets his/her remuneration and resolves on his/her revocation.

4.1 Appointment and replacement

Pursuant to Art. 16 of the Articles of Association, the company is managed by a Board of Directors elected by the Shareholders' Meeting and consisting of a number of members set by the Shareholders' Meeting before the appointment, between seven and fifteen.

The Directors elected are in office three years or for the period set at the time of the appointment by the Shareholders' Meeting, which in any case shall not exceed three years. They may be re-elected.

All Directors must meet the requirements of eligibility, professionalism and honourableness set by legal and regulatory provisions.

Pursuant to Art. 147-ter of the Consolidated Finance Law, at least two Directors must also meet the independence requirements there specified.

In compliance with the legal and regulatory provisions applicable to listed companies, Art. 16 of the Articles of Association provides for the appointment of the Board of Directors to be made by the Shareholders' Meeting on the basis of lists presented by shareholders, according to the procedure set forth in Art. 17 of the Articles of Association and described below.

Lists may be presented by the Board of Directors in office and by the shareholders who, alone or with others, at the time of the presentation of the list hold a percentage equity investment at least equal to the one set by CONSOB with regulations pursuant to Art. 147-ter of the Consolidated Finance Law. In this regard, we note that, with CONSOB resolution No. 19856 of 25 January 2017, the percentage equity investment required, pursuant to Art. 144-quater of the Issuers' Regulations, to present a list of the candidates for the election of the administration and control bodies of Technogym was set at 2.5%.

Each shareholder, the shareholders participating in a Shareholders' agreement related to the Company as set forth in Art. 122 of the Consolidated Finance Law, the controlling party, the Subsidiaries and the companies subject to common control and the other parties between which there is affiliation, even indirect, pursuant to the legal and regulatory provisions in force at the time, cannot present or take part in the presentation, not even through a third party or trust company, of more than one list nor may vote for different lists. Each candidate may appear only on one list, being otherwise deemed ineligible. Each list carries the names of the candidates, with a sequential number; the number of candidates cannot exceed the number of members to be elected.

Any list with a number of candidates equal or below 7 must include and identify at least 1 candidate with the independence requirements set according to the legal and regulatory provisions in force at the time for Independent Directors. Any list with a number of candidates above 7 must include and identify at least 2 candidates with the independence requirements set according to the legal and regulatory provisions in force at the time for Independent Directors. In addition, for the period of application of the legal and regulatory provisions in force at the time on gender balance, any list presenting no less than 3 candidates must also include candidates of both genders, so that at least one-third (rounded up) of candidates belong to the less represented gender.

The lists must be filed at the offices of the Company, also remotely, following the procedures specified in the call notice, and made available to the public in the terms and with the procedures specified by legal and regulatory provisions in force at the time.

The lists must be accompanied by the following:

- (a) information on the identity of the shareholders who have presented the lists, with the specification of the percentage equity investment held in total, being understood that the evidence of the ownership of this equity investment may be presented even after the deposit of the lists provided this is done within the term set for the publication of the lists by the Company;
- (b) a statement of the shareholders other than those holding, alone or jointly, a controlling interest or a relative majority, stating the absence of relations of affiliation, even indirect, pursuant to the legal and regulatory provisions in force at the time, with the latter;
- (c) exhaustive information on the personal and professional characteristics of the candidates, possibly specifying their qualifications as Independent Directors pursuant to the legal and regulatory provisions in force at the time (and/or pursuant to the code of conducts on corporate governance promoted by management companies of regulated markets if adopted by the Company), as well as a statement by the candidates that the requirements set by the legal and regulatory provisions in force at the time and by the Articles of Association, including those of honourableness and, if applicable, independence, are met, and that they accept the candidature and, if elected, the office;
- (d) any other additional or different statement, information and/or document required by the legal and regulatory provisions in force at the time.

If these obligations are not fulfilled, the list is deemed as not presented.

The vote of each shareholder is given to a list and therefore, automatically, to all candidates on the list, without changes, additions or exclusions.

The election of the Board of Directors takes place as follows:

- (a) the lists that have obtained a percentage of votes less than the half of the percentage required for their presentation are not taken into account;

- (b) all Directors to be elected bar one are taken, in the progressive order with which they are indicated in the list, from the list that obtained the highest number of votes;
- (c) the remaining Director elected is taken from the list that obtained the second highest number of votes after the one in (b), votes given by shareholders who are not related in any way, not even indirectly, pursuant to the legal and regulatory provisions in force at the time with the shareholders who have presented or voted the list as set forth in (b) above.

In case of parity between lists, priority is given to the list presented by the shareholders with the largest equity investment or, subordinately, by the largest number of shareholders.

If at the end of the voting a sufficient number of Directors meeting the independence requirements set by the legal and regulatory provisions in force at the time has not been elected, the candidate not meeting these requirements who was elected last (in progressive order) from the list that obtained the highest number of votes shall be excluded and will be replaced by the first (in progressive order) unelected candidate of the same list who meets the independence requirements. This procedure will be repeated, as necessary, until a sufficient number of Independent Directors is elected. If, at the end of this replacement process, the composition of the Board of Directors does not allow for the minimum number of Directors meeting the independence requirements required by legal and regulatory provisions in force at the time, the replacement shall take place with resolution by the Shareholders' Meeting by relative majority of the votes there represented, after presentation of the candidates meeting the independence requirements set by the legal and regulatory provisions in force at the time.

Moreover, if at the end of the voting and possibly the application of the previous paragraph with the candidates elected, the composition of the Board of Directors does not comply with the legal and regulatory provisions on gender balance in force at the time, the candidate of the most represented gender elected last (in progressive order) on the list that obtained the highest number of votes shall be excluded and replaced by the first (in progressive order) unelected candidate of the less represented gender on the same list. This replacement process is repeated until the composition of the Board of Directors complies with the legal and regulatory provisions in force at the time on gender balance. If, at the end of this replacement process, the composition of the Board of Directors still does not comply with the legal and regulatory provisions on gender balance in force at the time, the replacement shall take place with resolution of the Shareholders' Meeting, taken by relative majority of the votes there represented, after presentation of candidates belonging to the less represented gender.

If the number of candidates elected on the basis of the lists presented is less than the number of Directors to be elected, the remaining Directors are elected by resolution of the Shareholders' Meeting taken by the relative majority of the votes there represented and in any case so as to ensure the presence of the minimum number of Independent Directors required by legal and regulatory provisions in force at the time, as well as compliance with the legal and regulatory provisions on gender balance in force at the time. In case of parity of votes between different candidates, a second ballot between them shall take place at the Shareholders' Meeting, and the candidate obtaining the highest number of votes shall prevail.

If a single list is presented, the Shareholders' Meeting votes on this list and, if the relative majority of the votes there represented is obtained, all members of the Board of Directors shall be taken from this list in compliance with the legal and regulatory provisions in force at the time, also in regard to independence and gender balance of Directors.

If no list is presented or if a single list is presented and this does not obtain the relative majority of the votes represented in Shareholders' Meeting or if the entire Board of Directors does not need re-appointing or if it is not possible for any reason to appoint the Board of Directors with the procedures described above, the members of the Board of Directors are appointed by the Shareholders' Meeting with the ordinary procedures and the relative majority of the votes there represented, without application of the list vote mechanism, and in any case in a way to ensure the presence of the minimum

number of Independent Directors required by legal and regulatory provisions as well as compliance with the legal and regulatory provisions on gender balance in force at the time.

With regard to the replacement of Directors, if one or more Directors leave office, for any reason, Art. 19 of the Articles of Association requires their replacement to take place as follows.

If the outgoing Director had been taken from a list other than the one that had obtained the highest number of votes, and provided the majority of the Directors continues to consist of Directors appointed by the Shareholders' Meeting, the Board of Directors shall appoint the replacement by co-optation pursuant to Art. 2386 of the Civil Code among the candidates from the same list as the outgoing Director, provided this meets the requirements made.

If for any reason there are no names available and eligible or if the outgoing Director had been taken from the list that had obtained the highest number of votes, the Board of Directors shall appoint the replacement(s) by co-optation pursuant to Art. 2386 of the Civil Code, without restrictions in the choice among the members of the lists originally presented.

If the law requires the Shareholders' Meeting to appoint the Directors needed to integrate the Board of Directors after the departure of Directors, it will proceed in compliance with the provisions that follow.

(a) If it is necessary to replace one or more members of the Board of Directors taken from the list that had obtained the highest number of votes, the ordinary Shareholders' Meeting shall resolve on the replacement by relative majority of the votes there represented, without restrictions in the choice among the members of the lists originally presented.

(b) If, instead, the member of the Board of Directors to be replaced had been taken from a list other than the list that had obtained the highest number of votes, the Shareholders' Meeting shall chose a replacement (with the relative majority of the votes there represented), if possible, among the candidates in the list of the Director to be replaced; these must have confirmed their candidacy in writing, at least 10 days before the date set for the Shareholders' Meeting, and provided statements to the effect that there are no causes of ineligibility or forfeiture, and that the requirements for the office set by the legal and regulatory provisions in force at the time or by the Articles of Association are met. If this replacement process is not feasible, this member of the Board of Directors is replaced with resolution to be taken with the relative majority of the votes represented in the Shareholders' Meeting, while respecting, if possible, the representation of the minorities.

The replacements described above must, in any case, be carried out in compliance with the legal and regulatory provisions in force at the time on gender balance and the minimum number of Directors meeting the independence requirements required by legal and regulatory provisions in force at the time.

The term of office of the Directors appointed by the Shareholders' Meeting to replace the Directors who leave ends at the same time as the Directors already in office at the time of their appointment.

If the majority of the Directors appointed by the Shareholders' Meeting leaves, for any reason, the entire Board of Directors is understood to have left and the meeting to appoint the new Board of Directors must be called urgently by the Directors still in office.

The Board regularly verifies that its members continue to meet the requirements made by the legal and regulatory provisions in force at the time and by the Articles of Association, including the independence and honourableness requirements, and that there are no causes of ineligibility and forfeiture.

The Director who, after the appointment, no longer meets the requirement made or previously stated must immediately inform the Board of Directors. The Independent Director who no longer meet the

independence requirements made by the legal and regulatory provisions in force at the time shall forfeit the office, provided these requirements continue to be met by the minimum number of Directors required by the legal and regulatory provisions in force at the time. Without prejudice to these provisions, if a Director does not meet or no longer meets the independence requirements (if this involves the forfeiture according to the provisions above) or honourableness stated and required, or there are cause of ineligibility or forfeiture, the Board of Directors declares the forfeiture of the Director and carries out his/her replacement in compliance with the legal and regulatory provisions applicable and that which is described above.

Succession plans

The Board has decided not to adopt a plan for the succession of the Executive Directors, taking into account the current shareholding and the organisational structure of the Issuer, as well as the practice of granting the office of Executive Director to parties with a significant experience within the Company.

4.2 Composition

At the date of this Report, the Board of Directors of the Company consists of the following: Nerio Alessandri, as Chairman, Pierluigi Alessandri, as Deputy Chairman, Enrica Alessandri, Francesca Bellettini, Carlo Capelli, Maurizio Cereda, Vincenzo Giannelli, Maria Cecilia La Manna and Riccardo Pinza.

The Board of Directors of the Issuer in office, consisting of 9 members, was appointed by the ordinary Shareholders' Meeting of the Issuer on 16 July 2015 for a period of three years until the approval of the annual financial statements as at 31 December 2017. It originally consisted of the following: Nerio Alessandri, as Chairman, Pierluigi Alessandri, as Deputy Chairman, Francisco Javier Abad, George Buckley, Carlo Capelli, Massimo Cremona, Knut Fredrik Arp, Riccardo Pinza and Yuri Zugolaro.

On 7 March 2016, Riccardo Pinza and Yuri Zugolaro resigned as members of the Board of Directors of the Issuer. On the same day, the Board of Directors resolved to appoint by co-optation, pursuant to Art. 2386 of the Civil Code and Art. 27 of the Articles of Association then in force, Erica Alessandri and Maurizio Cereda. These appointments were approved and confirmed by the ordinary Shareholders' Meeting of the Company on 16 March 2016.

On 5 April 2016, Massimo Cremona resigned from the office of member of the Board of Directors of the Issuer. On 11 April 2016, the ordinary Shareholders' Meeting of the Company appointed Riccardo Pinza as new member of the Board of Directors.

Lastly, in view of the listing of the shares on the Mercato Telematico Azionario, some Directors of the Issuer in office (notably, Francisco Javier Abad, George Buckley and Knut Fredrik Arp) have resigned, effective from and conditional to the Trading Start Date, also to allow the Issuer to integrate the Board of Directors so that its composition may comply with the legal and regulatory provisions for listed companies, with specific reference to the independence requirements of some Directors and the gender balance.

Therefore, the ordinary Shareholders' Meeting of the Issuer on 16 March 2016 has appointed, effective from the Trading Start Date and in replacement of the outgoing Directors Francesca Bellettini, Vincenzo Giannelli and Maria Cecilia La Manna. The Directors coming into office at the Trading Start Date shall remain in office until the end of the term of office of the Board of Directors, set to coincide with the approval of the annual financial statements as at 31 December 2017.

Table 2 in the Annex provides the relevant information on each member of the Board of Directors in office at the date of this Report.

We provide below a short curriculum vitae for each member of the Board of Directors, which show their competencies and experience in the corporate management area.

Nerio Alessandri

After training and working as industrial designer, in 1983 he started Technogym, leading its development for more than 30 [years], until today (see Chapter 5, Par. 5.1.5, of the Registration Document). After approximately 20 years of experience in the fitness and the wellness sectors, in 2002, Nerio Alessandri sets up the Wellness Foundation, a non-profit organisation that promotes wellness as a social opportunity for governments, companies and individuals; one of the key projects of the Foundation is the Wellness Valley, which aims at turning the Romagna region into an important district for competencies on wellness and quality of life. He received an honorary degree (*laurea honoris causa*) from the Faculty of Motor Sciences at the University of Urbino, in April 2004, and an honorary degree (*laurea ad honorem*) from the Faculty of Biomedical Engineering at the University of Bologna. Lastly, in February of 2014, he received a Master *honoris causa* in Business Administration from the CUOA Foundation. His capacities as entrepreneur were recognised also with several awards and accolades at the Italian and international level, among which the appointment as “Cavaliere del Lavoro” [Knight of Labor] in 2001, the Leonardo Award for Italian Quality in 2004 as well as, in 2010, the Guido Carli Award for corporate social responsibility. In addition, in November 2007, US Chamber of Commerce named Nerio Alessandri as entrepreneur of the year in the economics category.

Pierluigi Alessandri

He co-founded Technogym in 1983 together with Nerio Alessandri, overseeing the development of its manufacturing and property activities for more than 30 [years] until today (see Chapter 5, Par. 5.1.5, of the Registration Document). Member of the Board of Directors of the Issuer since 1986. Also, sole Director of TGB S.r.l. (formerly Technogym Building S.r.l.): in this position, from 2000, he supervised and completed the project for the construction of the Technogym Village (see Chapter 6, Par. 6.1.4, of the Registration Document). In 2006, he also managed the start and completion of the plant of the Technogym Group in Slovakia (see Chapter 6, Par. 6.1.4, of the Registration Document).

Erica Alessandri

Graduated in Business Management at the University Queen Mary in London in July 2012. She completed several internships, some while still in college, at important financial institutions (J.P. Morgan in Paris, G.B.S. Finanzas in Madrid and Algebris Investments in London), private companies (Bulgari in New York) and/or public institutions of international relevance (UN World Food Programme in El Salvador). Joined Technogym in September 2013, as Junior Project Manager, remaining there until September 2014. From September 2014, she worked at the Luxottica Group, at first as Global Brand Manager Assistant – Personal, Luxury Portfolio until March 2015, and, from April 2015 to July 2016, as Junior Project Manager – Bulgari and Tiffany, Luxury Portfolio. Currently she works at the Family Office as Business Developer.

Francesca Bellettini

Graduated in Business Administration from the Bocconi University in Milan in 1994. She had a first working experience as an intern at Citibank in Milan in 1994. Between August 1994 and May 1996, she worked in Goldman Sachs, at first at the offices of New York, then in London in the Investment Banking and Mergers & Acquisitions division. Between July 1996 and March 1998, she worked in London, in the Investment Banking Division of Deutsche Morgan Grenfell, focusing on the luxury goods sector. Between April 1998 and March 1999, she gained new professional experience in the London offices of Compass Partners International, at the Private Equity Division. In April 1999, she joined the Prada Group at the Planning & New Business Development division, also taking the position of coordinator of the IPO process, remaining there until February 2002. After a brief experience as operations manager in Helmut Lang (Prada Group), she joined Gucci (Kering Group) in January 2003, as an assistant to the Chairman and managing Director of Gucci, holding this position until January

2005. From February 2005 to November 2008, she was Strategic Planning Director and Associate Worldwide Merchandising Director of Gucci. In November 2008, she joined Bottega Veneta (also in the Kering Group), at first as Worldwide Merchandising Director (until November 2010) and later as Worldwide Merchandising-Communication Director (from November 2010 to September 2013). From September 2013, she is Chairman and Chief Executive Officer of Yves Saint Laurent, and from October 2015 member of the Executive Committee of the Kering Group.

Carlo Capelli

Graduated in Economics from the University of Bologna in 1985. From 1982 to 1985, he worked at the Credito Romagnolo di Ravenna. In 1985, he worked at Barclays Intermediazioni. In 1986, he joined Ernst & Young as Senior, in charge of administrative procedures and management controls. From 1990 to 1994, he worked at the Ferruzzi Finanziaria Group in Ravenna, with gradually increasing responsibilities, among which manager in charge of the preparation of the consolidated financial statements of the Ferruzzi and Montedison Group, becoming manager in charge of the execution of the restructuring plan of the Ferruzzi Group in support of Mediobanca. In 1994, he joined the Trombini Group as Head of administration, finance and control. In 2002, he worked at the Issuer, as Head of Business Development. In 2008, he joined the Board of Directors of the Issuer. Also, Director of Wellness Holding and Enervit S.p.A., company listed on the MTA of Borsa Italiana. Currently Chief Financial Officer of Wellness Holding.

Maurizio Cereda

Graduated in Business Administration at the Bocconi University in Milan in 1989. From October 1989 to January 1992, he worked with RASFIN at the primary market Desk. On 1 February 1992, he joined the Financial Service of Mediobanca, of which he became an Executive in July 1999, before moving on to the position of Central Co-Director and Head of the Equity Capital Markets area on April 1, 2000. In November 2003, he was appointed as a Co-Head of the Coverage and Corporate Finance area, then since March 2006, Central Director and since June 2006, Sole Director of the Corporate Finance and Large Corporation Coverage area at Mediobanca. Appointed Executive Director in May 2007, also Member of Management Board of Mediobanca until October 2014. Left his Mediobanca positions at the end of March 2015.

Vincenzo Giannelli

Graduated in Business Administration from Bocconi University in Milan in 1988, then obtaining also a Master in Corporate Tax Law. After a first professional experience at Italtel, he joined Fiat Auto, gradually taking on tasks and holding positions of greater responsibility, holding the position of Senior Vice President – Chief Information Officer from January 2005 to February 2007. From May 2007 to August 2009, Chief Financial Officer of Fiat Powertrain Technologies. From September 2009 to August 2010, Chief Financial Officer of Fiat Group Automobiles. From September 2010 to December 2014, Chief Financial Officer at the Safilo Group. Currently Chief Executive Officer / Managing Director at Iveco Defence Vehicles (a company of the CNH Industrial Group).

Maria Cecilia La Manna

Graduated in Economics from the University of Bologna in 1987. In 1988, she obtained an Audit Master Degree delivered jointly by the Universities of Bologna and PricewaterhouseCoopers. Listed in the Register of Chartered Accountants and Statutory Auditors since 1990. Between 1989 and 1996, she laid the foundations of her professional background working with the auditing company PricewaterhouseCoopers, first as a Financial Statements auditor and subsequently acquiring experience in the Transaction Services Division in the United Kingdom and Italy, where she strengthened her business and financial background. Subsequently, by working with the Titan International Inc. Group (a company listed on the New York Stock Exchange), she gained extensive professional experience in takeover processes, reorganisation, integration and change management, developing synergistic commercial and operational projects at international level. She contributed to

the creation of the Titan Europe division, finalising buyouts in Europe, Brazil, North America, India, Turkey, Australia and China. In 2004, as the Chief Executive Officer, she managed the listing process of Titan Europe Plc. on the AIM of the London Stock Exchange, filling in subsequent years the position of Chief Operating Officer of the group. Since 2007, she has been the Chief Executive officer of the Titan Group, and since 2013 the President of Titan Group ITM S.p.A., a global player in the field of designing, production and distribution of components for farming, mining and construction machinery. The group, active through production and trade organisations in Europe, North America, Brazil and China, has been controlled since 2012 by the American company Titan International Inc.

Riccardo Pinza

Graduated in Law from the University of Bologna on 26 October 1993 with final grade of 110/110 with lode. He was Reserve Trainee Officer of the Guardia di Finanza between 15 March 1994 and 15 July 1994 in Bergamo, then Reserve Second Lieutenant at the Command of the Guardia di Finanza of Bologna between 23 July 1994 and 14 June 1995. Listed in the Register of Solicitor since 30 October 1996 (and qualified to appear in the Court of Cassation since 22 January 2009), carries out consulting activity, specialising in the sectors of civil law, labour law and commercial law. Has held and hold several positions at the boards of Directors and the boards of auditors of Italian companies, listed and not listed.

Maximum number of directorship that may be held at other companies

In application of the recommendations in Application Criterion 1.C.3 of the Corporate Governance Code, on 6 March 2017, the Board of Directors approved a document specifying the guidelines of the Board of Directors of Technogym on the maximum number of directorship that its members may hold in the administration and control bodies of other large companies, to ensure that Directors can devote sufficient time and guarantee an effective performance of their duties in the Board of Directors of the Company.

The Directors of the Company must promptly inform the Legal and Corporate Affairs Function and the Chairman of the Board of Directors and the Board of Statutory Auditors of the Company of any change occurred concerning their positions in the administration and control bodies of other large companies. If the limits indicated are exceeded, the Directors promptly inform the Board, which assesses the situation in the light of the interest of the Company and invites the Director to take the necessary decisions.

The Board of Directors, on the basis of the information provided by its members, records and discloses in the annual Report on corporate governance and ownership structure the positions held by the Directors of the Company in the administration and control bodies of other large companies⁽¹⁾.

The Executive Directors of the Company cannot hold:

- a. more than 3 Executive Director positions in large companies; and
- b. more than 5 positions as Non-Executive Director and/or Standing Auditor in large companies.

⁽¹⁾ “Large companies” are understood to be: (i) companies with shares listed in regulated markets, in Italy and abroad; (ii) banking, insurance or financial companies, in Italy and abroad, with financial companies defined for the purposes of this guideline as financial intermediaries pursuant to Art. 106 of Legislative Decree No. 385, 1993 (Consolidated Banking Law) and companies carrying out activities and services of investment or collective asset management pursuant to Legislative Decree No. 58, 1998 (Consolidated Finance Law), being understood that, in the case of foreign companies, an assessment of substantial equivalence is required; (iii) other companies, in Italy and abroad, with shares not listed in regulated markets and that, even operating in sectors other than those indicated under b) above, have net assets above €10 billion.

The Non-Executive Directors of the Company cannot hold:

- a. more than 4 Executive Director positions in large companies; and
- b. more than 7 positions as Non-Executive Director and/or Standing Auditor in large companies.

The positions indicated in the previous paragraphs do not include those held in companies controlled, directly and/or indirectly by the Company, or affiliated to this, or controlling the Company or exercising on this direction and co-ordination activities. In addition, the positions held in different companies within the same group are considered a single mandate.

The Board of Directors may grant derogations (even on a temporary basis) to the above limits to the number of positions held. In granting these derogations, the Board of Directors shall take into account the following:

- a. the specific characteristics of the positions occupied by the Director in question, as well as the nature and the size of the companies in which such positions are held;
- b. the commitment required by (i) any professional activity carried out by the Director in question and (ii) any office in an association held by the Director;
- c. the commitment required of the Director in question in the Board of Directors of the Company (with special reference to the case of a Non-Executive Director who does not sit on any Committee).

Any derogation thus granted by the Board of Directors shall be reported in the annual Report on corporate governance and ownership structure.

Pursuant to Application Criterion 2.C.5 of the Corporate Governance Code, we note that, at the date of this Report, there were no cases of “cross-directorship”: in fact, the managing Director of Technogym, Nerio Alessandri, does not hold administration positions in companies outside the Group of which another Director of Technogym is Chief Executive Officer.

The Annex of this Report lists all the offices held by Directors in other companies at the date of this Report, according to the criteria specified in the aforementioned Report.

Induction Programme

At the time of the first meeting of the Board of Directors after the Listing, the members of the Board of Directors received, with the support of the main executives of the Company, an in-depth analysis of the main characteristics of the activity of Technogym, the Group and the sector in which this operates, as well as on the organisational structure and the management and financial policy of the Company. The Directors were also informed of the legal and self-regulatory reference framework for listed companies with a special memorandum distributed also for the purposes of the Listing process.

In 2016, several initiatives were carried out also with induction purposes during Board meetings and during the meetings of the Board Committees. In this regard, we note in particular the presentations on risk management carried out, with the support of the competent functions, within the Control and Risk Committee.

4.3 Role of the Board of Directors

Pursuant to the legal and regulatory provisions in force at the time for companies with shares listed in regulated markets and in compliance with the recommendations of the Corporate Governance Code, the Board of Directors hold a key role in the governance system of the Company.

The Board of Directors meets regularly: in 2016, it met 9 times (with an average meeting length of approximately 2 hours). Attendance by Directors was above 80% and that by Independent Directors above 90%. At least 5 meetings have been scheduled for 2017, one of which had already been held at the date of this Report.

The Board of Directors meets in the location indicated in the call notice, at the registered office or even outside the municipality where the registered office is located, both in Italy and abroad, in and outside the European Union, whenever the Chairman of the Board of Directors believes it to be necessary or appropriate or when he/she receives a written request in this sense by the Board of Statutory Auditors, by each Standing Auditor, or by at least 3 Directors, specifying the topics to be discussed.

Without prejudice to the powers reserved by the legal and regulatory provisions in force at the time to the Board of Statutory Auditors and to each Standing Auditor, the call is made by the Chairman of the Board of Directors. The call notice is sent by registered mail, telegram, fax, email, or by hand, or with any suitable means, at least 3 days before the meeting, to the domicile of the Directors and Standing Auditors. In urgent cases, the call notice may be sent by registered mail, telegram, fax, email, or by hand or with any suitable means, at least 1 day before the call. In the absence of a formal call, the meeting of the Board of Directors is deemed duly established when all Directors in office and all Standing Auditors are present.

The documents in support of the proposals and the information that the Directors need to express an informed opinion on the topics being resolved upon are usually made available to the Directors at least 48 hours before the Board meeting. If, in special cases, the necessary information cannot be provided by this time, the Chairman ensures that appropriate analysis is carried out during the Board meeting. With regard to 2016, and at the date of this Report, supporting documentation for the topics being discussed and in particular those for which a resolution is to be taken, was sent to Directors and Auditors, in the term specified above, except a few special cases, for which appropriate and detailed analysis was in any case provided during the Board meeting.

The Chairman of the Board meeting may invite professionals or other parties to the meeting, in an advisory capacity. In 2016, the Chief Financial Officer of the Company was often invited to the meetings of the Board of Directors.

If the call notice indicates it or if all Directors are present, the meetings of the Board of Directors may be duly held in video-conference or audio-conference, provided all participants can be identified by the Chairman of the meeting and other participants, all participants can follow the discussion, intervene in real time, and exchange documents on the topics under discussion and all of the above is recorded in the corresponding minutes. If these requirements are met, the meeting of the Board is deemed to have been held at the place where both the Chairman and the Secretary of the meeting are located.

Pursuant to Art. 23 of the Articles of Association, the management of the Company is the exclusive authority of the Board of Directors. The Board has the broadest powers for the ordinary and extraordinary management of the Company. Notably, it has all the powers for the pursuit of the business purpose that are not strictly reserved to the Shareholders' Meeting by the law or by these Articles of Association.

Without prejudice to the concurrent competence of the Shareholders' Meeting, Art. 23.2 of the Articles of Association also provides for the Board of Directors to resolve on:

- (a) the merger of companies fully owned under the terms as set forth in Art. 2505 of the Civil Code or those in which at least a 90% interest is held pursuant to Art. 2505-*bis* of the Civil Code;
- (b) the opening or closing of secondary offices;
- (c) the specification of which Directors have the power to represent the Company;

- (d) the reduction in share capital in the case of withdrawal of a shareholder;
- (e) the amendments to the Articles of Association to ensure compliance with legal provisions;
- (f) the move of the registered office to another location in Italy.

Art. 2436 of the Civil Code applies in any case.

The Board of Directors, and any body delegated by this, have also the power, without the need to request authorisation by the Shareholders' Meeting:

- (a) to carry out all actions and transactions under their responsibility that may prevent the objectives of a public offer for purchase or exchange from being achieved, from the communication with which the decision or the triggering of the obligation to promote the offer were made public up to the closing or forfeiture of the offer itself;
- (b) to implement decisions under their responsibility that have not yet been implemented, fully or in part, and that do not fall in the normal course of activity of the Company, taken before the aforementioned communication, the execution of which may prevent the achievement of the objectives of the offer.

In line with the requirements of Application Criterion 1.C.1 (c) of the Corporate Governance Code, the Board of Directors has assessed the appropriateness of the organisational, administrative and accounting structure of the Company, with special reference to the Internal Control and Risk Management System, on the basis of a preliminary investigation by the Control and Risk Committee. To this purpose, the Board of Directors has reviewed the Company organization chart and the system of powers and competencies of the functions. This system is believed to be appropriate, keeping into account the size and the complexity of the Company and its specific characteristics. In addition, making use of the documents produced and the analysis carried out on the management control system for the purposes of the Listing, with the support of external consultants, and the subsequent updates provided on the issue by the Internal Audit function and the Control and Risk Committee, the Board of Directors has verified the operation and the effectiveness of the management control system of the Group, without identifying major difficulties according to the provisions of the guidelines and the Standards set by Borsa Italiana. In addition, the Board of Directors has approved during the year the start of an enterprise risk management project, which is expected to be an essential element of the internal control system of the corporate organisation.

The Board has assessed the general operating performance, taking into account, in particular, the information received from the delegated bodies and comparing on a regular basis, at least quarterly, the results obtained with those planned, according to the recommendations of Application Criterion 1.C.1 (e) of the Corporate Governance Code.

The following tasks are expressly reserved to the Board of Directors: (i) the definition of the corporate governance system of the Issuer; (ii) the approval of guidelines for the preparation of the strategic, business and financial plans, (iii) the approval of the operating plan and the annual budget.

In line with best practices and with the provisions of the Corporate Governance Code, the Board of Directors carried out its regular self-assessment of the size, composition and operation of the Board of Directors in office and its Committees, from the Trading Start Date. The board evaluation of the Company consisted in filling in a self-assessment questionnaire aimed at identifying the strengths and above all the weaknesses in the size, composition and operation of the Board of Directors in office, on which to focus the efforts also with additional induction activities and in the preparation of a final qualitative/quantitative report, collecting data, information and comments and reporting them in aggregate form, without allowing the identification of the individual responses. The board evaluation has brought to the light many positive aspects, which seem especially relevant considering that it is a board only recently established. Among these, we note a positive assessment of the operation of the

Board of Directors, which was found to be in line with the recommendations of the Corporate Governance Code for Listed Companies, such as the monitoring and effective management of the situations of potential conflict of interest, as well as a positive perception of the management of the relations with shareholders, in terms of completeness and timeliness of the information.

The Board of Directors on 6 March 2017 has set general criteria to identify the transactions that have a significant strategic, economic, or financial relevance for the Issuer, identifying as such all transactions involving the assumption of commitments and the execution of payments up to €25,000,000 (twenty-five million), or its equivalent in other currencies, for each individual transaction.

* * *

Lastly, we note that Art. 16 of the Articles of Association of the Company authorises, in general terms and a priori, a derogation from the non-competition obligations provided for the Directors by Art. 2390 of the Civil Code. The Shareholders' Meeting did not authorise derogations to the non-competition obligation as set forth in Art. 2390 of the Civil Code.

4.4 Delegated bodies

Art. 24 of the Articles of Association gives to the Board of Directors the power to delegate, within the limits set forth in Art. 2381 of the Civil Code, some of its powers to one or more of its members, specifying their powers and, after hearing the opinion of the Board of Statutory Auditors, the corresponding remuneration.

In addition, the Board of Directors may appoint one or more general managers or grant special power of attorney for individual actions or categories of deeds, specifying the corresponding powers, which may include the power to represent the Company, and any fee. The Board of Directors elects among its members a Chairman and, possibly, a Deputy Chairman, unless this has been done by the Shareholders' Meeting.

The delegated bodies ensure that the organisational, administrative and accounting structure is appropriate to the nature and the size of the Company and report to the Board of Directors and the Board of Statutory Auditors, at least every 3 months, on the general operating performance and on its foreseeable evolution as well as on the transactions of greater relevance, for their size or characteristics, carried out by the Company and by its Subsidiaries.

Managing Director and Chairman of the Board of Directors

In its meeting on 16 July 2015, the Board of Directors appointed Nerio Alessandri Chairman of the Board of Directors for the period until the approval of the financial statements as at 31 December 2017 and on 16 March 2016 granted to the Chairman and Managing Director Nerio Alessandri the powers described below.

From the Trading Start Date, the Chairman and Managing Director, Nerio Alessandri is given all powers of ordinary administration, within the limits of law, including the limits as set forth in Art. 2381 of the Civil Code, on the assumption of commitments and the execution of payments up to €25,000,000 (or its equivalent in other currency) for each individual transaction, that are not assigned to the exclusive authority of the Board of Directors, as well as the powers summarised below, within the limits set for each of them at the time, with individual signature and with power to sub-delegate:

supervision and co-ordination

- supervision of the correct operation of the corporate governance rules, to report to the Board of Directors, which has exclusive authority on the definition of the corporate governance system;

- management and co-ordination of external relations with institutions, authorities, entities and third parties, in Italy and abroad, and trade associations, in compliance with the procedure for the internal handling and external communication of documents and information on the Company approved by the Board of Directors and in force at the time (“**Procedure**”);
- management and co-ordination of the relations with the market, the financial community, the shareholders, the investors and all stakeholders of the Company, in compliance with the Procedure;

strategic management

- to propose to the Board of Directors guidelines for the preparation of the strategic, business and financial plans, the approval of which is reserved to the Board of Directors;
- to propose to the Board of Directors the operating plan and the annual budget, the approval of which is reserved to the Board of Directors;
- to verify, in regular meetings with management, that the operating performance is in line with budget targets and with the strategies defined in the plans;
- to carry out all transactions and activities planned in the budget approved by the Board of Directors, according to the limits and the procedures there specified;
- to establish, acquire, sell or transfer (at any title and under any form), and acquire or establish rights in rem and/or use, securities, encumbrances, restrictions or rights of third parties of any type (also in rem) on equity investments or interests, also controlling interests, in companies, other legal persons or other entities, and business units, to offer and accept them as collateral, carry out transactions according to current practices on the stock market and the securities market in general, for an amount not exceeding €25,000,000 (or its equivalent in other currency) for individual transaction, with the exception of the provisions below on property companies;

operational management

- to acquire the use of goods and services instrumental to the management of the activity of the Company and the Group, also by drawing up agreements, including, by way of example, but not limited to, agreements of sale, lease (also of duration exceeding 9 years) of any kind, rental, charter, loan, leasing, exchange, contracts for work, contracts and services, shipping, transport, subcontracting, storage, administration, brokerage and any other agreement having as object the supply of work or services for an amount not exceeding €25,000,000 (or its equivalent in other currency) for each individual transaction, with the exception of the provisions on real property transactions below;
- to sell and export the products of the company and the group, also guaranteeing the correct management of trade credit, also concluding supply framework agreements with expected sales not exceeding €25,000,000 per year each (or its equivalent in other currency);
- to sign contracts and/or confidentiality agreements;
- to carry out purchases and sales of tangible or intangible fixed assets for an amount not exceeding €10,000,000 (or its equivalent in other currency) for each individual transaction;
- transactions for the purchase of ownership rights or rights of use of brands, patents, designs, domain names or other intellectual property rights of any nature, or any deed of disposal on brands, patents, designs, domain names or other intellectual property rights or purchase or establishment of rights in rem and/or of use, guarantees, encumbrances, restrictions or rights of third parties of any type (also in rem) on the same, for an amount not exceeding €10,000,000

(or its equivalent in other currency) for each individual transaction, with the exception of the provisions below;

- transactions to grant licences or other rights of use of brands, patents, designs, domain names or other intellectual property rights of any nature, for an estimated amount not exceeding €10,000,000 (or its equivalent in other currency) per year each;
- property transactions of any type, including the purchase and/or sale and/or transfers at any title and under any form on properties (including lease, rent or loan, agreements, with duration that may exceed 9 years) and/or the purchase or establishment of guarantees, encumbrances, restrictions or rights of third parties of any type (also in rem) on these, the establishment and/or purchase and/or sale and/or transfer (at any title and under any form) of, and the purchase or establishment of rights in rem and/or use, guarantees, encumbrances, restrictions or rights of third parties of any type (also in rem) on, equity investments or interests, controlling and non, in property companies, for an amount not exceeding €10,000,000 (or its equivalent in other currency) for each individual transaction or, in the case of lease agreements, for an amount not exceeding €2,000,000 a year each;
- to sign and terminate insurance contracts against risk of any type, with power to carry out whatever is necessary to their management, renewal, amendment, etc.; to settle claims and collect the corresponding indemnities, issuing receipts and discharges;
- to sign agreements for the distribution of the products of the Company and the group, by way of example, but not limited to, franchising, agency and referral agreements (i) with expected sales not exceeding €15,000,000 per year each (or its equivalent in other currency) if concluded with companies outside the group and (ii) with expected sales also exceeding the limit sub (i) if concluded with companies of the group;
- to pay taxes, duties and charges, ask for their refund and collect it, issuing receipts and arrange payments to public social security and insurance agencies;
- to give consulting assignments to third parties for an amount not exceeding €5,000,000 (or its equivalent in other currency) for each individual transaction;

financial management

- to sign, amend and terminate mortgage and loan agreements, openings of credit line, factoring, loans in general, financial leases in the different forms available, to be repaid even after 9 years, or other financial activity with a capital amount not exceeding €25,000,000 (or its equivalent in other currency) for each individual transaction;
- to give personal guarantees and sureties and accept bills for an amount not exceeding €10,000,000.00 (or its equivalent in other currency) for each individual transaction;

communication, marketing and promotional activity

- to define, manage and coordinate the internal and external communication, as well as to manage and coordinate the relations with the press and the media, always in compliance with the Procedure;
- to supervise marketing and promotion activities, also by signing and terminating communication, advertising and sales promotion agreements and contracts, for an amount not exceeding €5,000,000 (or its equivalent in other currency) for each individual transaction.

human resources

- to propose to the Board of Directors the general policies on the organisation and management of human resources;
- also in execution of the remuneration policy approved by the Board of Directors, to establish, amend and terminate the employment contracts of employees and executives, carrying out all management activity related to hiring, promotion, firing, disciplinary measures, decisions on powers and economic conditions, transfers and secondments at other companies of the group, without prejudice to the proposal and advisory functions of the nomination and remuneration committee;
- to sign, amend and terminate company agreements, with trade unions and workers' associations;
- to manage, also in execution of the remuneration policy approved by the Board of Directors, the human resources policy of the Company, the human resource development plans and the career plans;
- to appoint and revoke the person handling and coordinating the relations with the shareholders ("**Investor Relator**");

personal data processing

- to identify, within or without the corporate organisation, the names of persons with the necessary qualifications, who, for experience, ability and reliability, provide suitable guarantee of the full respect of the provisions in force at the time on processing of the personal data, including the security aspect, and to appoint them as personal data processors for the Company according to applicable legal provisions, giving them the responsibilities and the obligations pertaining in this area to the legal representative of the Company and the Board of Directors, and delegating them all powers necessary or, even only appropriate, in this area.

representation

- to represent the Company in front of any judicial, administrative, tax, ordinary and special authorities in any procedure, at any level and in any court, as well as in front of mediation bodies, with power to sign petitions, appeals, negotiated settlement requests pursuant to Legislative Decree 19 June 1997, No. 218, as amended, verbal and written requests for exemptions and refunds, for any object, initiating and supporting actions in civil, criminal, and administrative proceedings of any kind, including actions for the granting of relief, actions brought to enforce a judgement, actions brought to enforce bills of exchange, joining in civil proceedings, and bankruptcy proceedings, compositions with creditors and moratorium and receiverships, attending to the corresponding formalities and therefore also to the issues of special power of attorney to solicitors, representatives ad litem, mediators, experts and arbitrators, choose a domicile, settle in arbitrated proceedings, in and out-of-court, any dispute in which the Company has an interest;
- to propose and validly sign settlements, both in and out of court, and conciliation minutes also pursuant to Art. 48 Legislative Decree 31 December 1992, No. 546, as amended, provided the charge for the Company does not exceed €5,000,000 (or its equivalent in other currency) for each dispute;
- to represent the Company in any tax dispute or question, in front of all authorities and offices, including tax courts, customs and boards of experts;
- to represent the Company in Italy and abroad in its relations with the competent authorities, administrations and public bodies, public and private offices, banks and financial institutions and investors;

- to represent the Company in front of trade unions and corporate organisation in general, economic and trade associations and consortia;
- to represent the Company in the ordinary and extraordinary shareholders' meetings of other companies of which the Company is a shareholder, exercising the corresponding voting rights, to exercise the other rights pertaining to the Company as a shareholder of the affiliated companies and to issue statements concerning the direct and indirect equity investments of the Company and their changes;

powers of the Deputy Chairman

- all powers that the Board of Directors grants to the Deputy Chairman for the management of general services and the Facility Management Area, not already included among the Chairman's powers, including also the management of properties.

In the exercise of the powers granted to the Chairman, this will have the power to negotiate, agree, sign, renew, terminate, cancel and change all agreements and documents related to the powers granted. The Chairman must follow the relevant procedures approved by the Board of Directors, including the Related Party Transaction Procedure.

Pursuant to Art. 26 of the Articles of Association, the Chairman has the power to represent the Company against third parties and in court. The Chairman has the power to bind the Company and initiate judicial and administrative proceedings and petitions for any level of jurisdiction, as well as for appeals in the higher courts or in front of mediators (of any kind) and to appoint to this purpose mediators, solicitors, and representatives ad litem, setting their fees. In addition, pursuant to Art. 20.3 of the Articles of Association, the Chairman of the Board of Directors calls the Board of Directors, sets its agenda, coordinates its activity and ensures that appropriate information on the items on the agenda is provided to all Directors.

Pursuant to Application Criterion 2.C.5 of the Corporate Governance Code, we note that, at the date of this Report, there were no cases of "cross-directorship": in fact, the Managing Director of Technogym, Nerio Alessandri does not hold directorships in companies outside the Group, of which another Director of Technogym is Chief Executive Officer.

Executive Committee

Pursuant to Art. 24 of the Articles of Association, the Board of Directors may also decide to establish an Executive Committee consisting of some of its members.

At the date of this Report, an Executive Committee had not been established.

Information to the Board of Directors

In compliance with legal provisions and Application Criterion 1.C.1(d) of the Corporate Governance Code, Art. 24 of the Articles of Association requires the delegated bodies to report to the Board of Directors and the Board of Statutory Auditors, at least once every 3 months, on general operations and their foreseeable evolution, as well as on the transactions of greater relevance, in terms of size or characteristics, carried out by the Company and its Subsidiaries.

The Articles of Association also provide for the Directors to report promptly, at least once a quarter, to the Board of Statutory Auditors on the activity carried out and the transactions of greater relevance, in economic and financial terms, carried out by the Company or its Subsidiaries and, in particular, on the transactions in which these have an interest, on their own behalf or on behalf of third parties, or that are influenced by the party who possibly exercises direction and co-ordination. The information is usually provided at the time of the meetings of the Board of Directors. When special circumstances

suggest it, the information may be provided to the Chairman of the Board of Statutory Auditors also in writing.

During the year, to allow the Directors to gain in-depth knowledge of corporate dynamics and operations, managers of the Company were invited to take part in the meetings of the Board of Directors, the Nomination and Remuneration Committee, the Control and Risk Committee and the Board of Statutory Auditors.

4.5 Other Executive Directors

In line with the recommendations of Art. 2 of the Corporate Governance Code, the Board of Directors of the Issuer includes Executive and Non-Executive Directors. The number and authority of Non-Executive Directors are such that their opinion carries a significant weight in the decision-making process of the Board and their specific competencies and their professionalism make a significant contribution to the discussions of the Board, ensuring that decisions are taken in the interest of the Company.

At the date of this Report, besides the Managing Director Nerio Alessandri, the Deputy Chairman Pierluigi Alessandri and the Director Carlo Capelli were Executive Directors.

Powers of the Deputy Chairman

The Deputy Chairman, Pierluigi Alessandri, is in charge of the general services and facility management areas, including property management and, therefore, within the management of these services, areas and activities, has been granted all powers of ordinary administration, in any case within the limits of law, including the limits as set forth in Art. 2381 of the Civil Code, related to the assumption of commitments and the execution of payments up to €10,000,000 (or its equivalent in other currency) for each individual transaction, with the exception of the provisions below, provided they are not assigned to the exclusive authority of the Board of Directors, as well as all powers below summarised, with the limits at the time set for each of them, with individual signature and power to sub-delegate.

By way of example and not limited to, the Deputy Chairman Pierluigi Alessandri, has been granted, in the area of general services, facility and property management, the powers:

- to carry out immovable property transactions of any type, including the purchase and/or sale and/or transfer (at any title and under any form) of property, the purchase or establishment of rights in rem and/or use on the property (including lease, rent or loan, agreements, with duration that may exceed 9 years) and/or the purchase or establishment of guarantees, encumbrances, restrictions or rights of third parties of any type (also in rem) on these, the establishment and/or purchase and/or sale and/or transfer (at any title and under any form) of, and the purchase or establishment of rights in rem and/or use, guarantees, encumbrances, restrictions or rights of third parties of any type on equity investments or interests, controlling and non, in property companies, for an amount not exceeding €5,000,000 (or its equivalent in other currency) for each individual transaction or, in the case of lease agreements, for an amount not exceeding €2,000,000 a year each;
- to take care of the maintenance of the property used and/or held by the Company at any title, signing all necessary or appropriate agreements, also functional to the management of the movable and/or immovable property of the Company, excluding agreements concerning machinery, systems and/or equipment to be used in the production;
- to establish and discharge pledges, mortgages and real guarantees on the movable and immovable property of the Company (with the exception of the equity investments or interests in companies other than property companies, business units and brands, patents, designs, domain names or other intellectual property rights), being understood that with reference to

immovable property and property companies, their amount should not exceed €5,000,000 (or its equivalent in other currency) for individual transaction.

The Deputy Chairman has also been delegated all powers that the Board of Directors has given to the Chairman, in the alternative, in the case of absence and/or impediment of the latter.

The Deputy Chairman has also been delegated, in the environmental protection and public safety area, all powers needed to implement and guarantee the compliance and the fulfilment of any legal and regulatory requirement, as well as of all implementing criteria in this area, for the Technogym Village and any building, property or area subject to the legal responsibility of the Company, including the production and industrial area, the buildings, the properties and the other areas (both inside and outside the Technogym Village), either private or private for public use, fulfilling all obligations, performing all tasks and exercising all functions deriving from this with regard to environmental protection and pollution prevention.

The Deputy Chairman may also take part in the organisation of the work and the disciplinary measure in this regard, with independent decisional and budgetary power for the initiatives required and by this decided and arranged, including urgent initiatives. The Deputy Chairman may sub-delegate, fully or in part, his powers also to third parties outside the Company and, to this purpose, to choose, with full autonomy, if deemed necessary and/or appropriate, personnel also specialised, to whom grant specific functions with corresponding powers management, deciding independently the scope of the individual intervention, decisional and budgetary powers. In any case, the Deputy Chairman responds both in front of the Company and in front of the control bodies and the judicial authorities for the fulfilment of the obligations so far indicated, related and depending from his powers. In the exercise of the powers granted to the Deputy Chairman, this may negotiate, agree, sign, renew, terminate, cancel and modify all agreements and documents related to the powers granted. The Deputy Chairman must follow the relevant procedures approved by the Board of Directors, including the Related Party Transaction Procedure.

Considering also the type and the structure of the current corporate organisation and to ensure an even more efficient and thorough fulfilment of the legal obligations on health and safety in the workplace, the Deputy Chairman was also identified as the party who, for his position in the company organization chart, as well as for his experience and professional qualifications, may be suited to hold the position of “Employer”, as defined by Art. 2, Par. 1 (b), Legislative Decree No. 81, 9 April 2008, as later integrated and amended, for all areas of corporate activity and the workplaces and their fixtures on which the Company has or shall have a legal title. The Deputy Chairman has been granted all necessary decisional and budgetary powers (with full autonomy in this regard) for all aspects related to the health and safety of the workers, being able to dispose at his own discretion of the goods of the Company, without any restriction, for initiatives believed to be necessary to guarantee the best health and safety conditions for the workers. As “Employer”, the Deputy Chairman has also the power to represent the Company on social security and accident-prevention issues in front of all competent bodies, including supervisory and judicial authorities, as well as in front of the workers and their representatives, suppliers, contractors and independent partners of the Company in general. Therefore, the Deputy Chairman is granted all powers required for the fulfilment of the obligations set by the applicable legal provisions on health and safety on the workplace.

Powers of the Director Carlo Capelli

Carlo Capelli, a member of the Board of Directors of the Issuer, will have also the following powers, to be exercised with individual signature and with power to sub-delegate:

- to carry out wire transfer and payment orders, issue cheques and money orders, bank checks and drafts, postal checks, pay and settle accounts and invoices received, repay advance payments or issue credit notes, within the limit of €5,000,000 (or its equivalent in other currency) for each transaction;

- to pay expenses up to a maximum of €20,000 each (or its equivalent in other currency);
- to arrange payments to public entities, insurance and social security institutions, employees, the Revenue Agency and tax offices in general and third parties according to orders of the judicial authorities within the limit of €5,000,000 (or the equivalent in other currency) for each transaction;
- also beyond the limits set under 3 above, to pay taxes, duties and charges, ask for their repayment and collect it, issuing a receipt;
- to represent the Company in the ordinary and extraordinary shareholders' meetings of other companies of which the Company is a shareholder, exercising the corresponding voting rights, to exercise the other rights pertaining to the Company as a shareholder of the affiliated companies and to issue statements concerning the direct and indirect equity investments of the Company and their changes;
- to sign agreements for the granting of credit lines and, in general, loan with credit institutions, both in Italy and abroad, also in foreign currency, for a capital amount within the limit of €25,000,000 (or its equivalent in other currency), for each transaction;
- to carry out requests for the use and requests for the disbursement of the credit lines granted to the company within the limit of €25,000,000 (or its equivalent in other currency) for each transaction;
- to renew and discharge loans with credit institutions, in the limits of the value of the agreement already outstanding.

In the exercise of the powers granted to the Director, this will have the power to negotiate, agree, sign, renew, terminate, cancel and amend all agreements and documents related to the powers granted, following the relevant procedures approved by the Board of Directors, including the Related Party Transaction Procedure.

4.6 Independent Directors

Technogym has fully implemented the recommendations of Art. 3 of the Corporate Governance Code.

On 16 March 2016, the Shareholders' Meeting of Technogym appointed, effective from the Trading Start Date, 3 Directors meeting the independence requirements set by the combined provisions of Art. 147-ter, Par. 4 and 148, Par. 3, of the Consolidated Finance Law as well as by Application Criterion 3.C.1 of the Corporate Governance Code. These are Francesca Bellettini, Vincenzo Giannelli and Maria Cecilia La Manna. The verification of the independence requirements as set forth in Art. 3 of the Corporate Governance Code and Art. 148, Par. 3, of the Consolidated Finance Law for said members of the Board of Directors – already carried out, in the presence of the Board of Statutory Auditors, during the Board meeting of 16 March 2016 – was again carried out by the Board of Directors on 6 March 2017, again in the presence of the Board of Statutory Auditors (which did not make comments), on the basis of written statements by the Independent Directors and information there provided (the Company not being aware of elements to the contrary).

On 11 May 2016, the Board of Statutory Auditors in turn verified the correct application of the criteria and procedures of verification adopted by the Board to assess the independence of its members.

The Company has implemented Application Criterion 3.C.3 of the Code according to which, if the Company is included in the index FTSE-MIB, at least one-third of the Board of Directors must consist of Independent Directors. If this share does not correspond to a whole number, the latter is rounded down. In any case, there cannot be less than two Independent Directors. Although the Company is not

included in the FTSE-MIB index, it has decided to apply this Application Criterion on a voluntary basis, appointing three Independent Directors out of nine in office.

Technogym applies criterion 3.C.1 of the Code, according to which, as a rule, a Director is not considered independent if he/she has held this position for more than nine years in the last twelve years.

In 2016, after their appointment, the Independent Directors in the Board of Directors of the Company met in absence of the other Directors in separate meetings at the time of the meetings of the Control and Risk Committee of which they are the only members.

Art. 19 of the Articles of Association provides for the board to regularly verify that its members met the requirements, including those of independence and honourableness, set by the legal and regulatory provisions in force at the time and by the Articles of Association, as well as the absence of any cause of ineligibility and forfeiture.

The Director who, after the appointment, no longer meets the requirement made or previously stated must immediately inform the Board of Directors. The loss of the independence requirements set according to the legal and regulatory provisions in force at the time applicable to the Independent Directors involves the forfeiture of the office, unless these requirements continue to be met by the minimum number of Directors that must meet those requirements according to the legal and regulatory provisions in force at the time. Without prejudice to the above provisions, if a Director does not meet or no longer meet the requirements of independence (if this involves the forfeiture according to the above provisions) or honourableness, or if there are causes of ineligibility or forfeiture, the Board of Directors declares the forfeiture of the Director and replace him/her in compliance with the applicable legal and regulatory provisions and the provisions of the current Articles of Association.

4.7 Lead Independent Director

The Issuer believes that the attribution of the powers described in the previous paragraph 4.4. to the Chairman and Managing Director Nerio Alessandri (who holds, indirectly, through a fully owned company, an equity investment with 75% of the voting rights in the company that directly controls the Issuer), the Deputy Chairman Pierluigi Alessandri (who holds, indirectly through a fully owned company, a 25% equity investment in the company that directly controls the Issuer) and the member of the Board of Directors, Carlo Capelli (who is an employee of the company that directly controls the Issuer) does not diverge from what was stated in the comment to Art. 2 of the Corporate Governance Code, on the composition of the administrative body. The note to Art. 2 of the Corporate Governance Code makes clear that, if the Chairman is also the person controlling the Issuer, this situation is “*a circumstance that, in itself, does not have negative connotations, but requires in any case the creation of appropriate counterweights*”. The Corporate Governance Code identifies these counterweights in the appointment of a Lead Independent Director who exercises the functions set forth in Application Criterion 2.C.4 of the Corporate Governance Code.

Correspondingly, the Issuer believes that the attribution to Nerio Alessandri of the positions of Chairman and Managing Director does not conflict with the Corporate Governance Code. In the note to Art. 2, this states that the “*Committee, in recognising that the presence of situations where two positions overlap may respond, especially in smaller issuers, to an appreciable organisational necessity, recommends appointing in this case a Lead Independent Director*”.

In compliance with these recommendations, on 16 March 2016, the Board of Directors of the Issuer has chosen, conditional to the Trading Start Date, the independent member of the Board of Directors, Maria Cecilia La Manna, as Lead Independent Director. Ms La Manna has therefore taken the position of Lead Independent Director effective from the Trading Start Date; she also holds the offices of Chairman of the Control and Risk Committee and the Committee for Transactions with Related Parties and of Deputy Chairman of the Nomination and Remuneration Committee.

5. PROCESSING OF COMPANY INFORMATION

Procedure for management of Insider Information

In compliance with the Borsa Italiana Regulations and the Directions on the Borsa Italiana Regulations, as well as to the relevant provisions in the Consolidated Finance Law and the Issuers' Regulations, according to which the Directors and the Auditors must respect the confidentiality of the documents and information acquired in the performance of their tasks and follow the procedure adopted by the Company for the internal and external communication of these documents and information, the Board of Directors, in its meeting on 16 March 2016, has approved the procedure for the management of Insider Information, later amended after the coming in force of Regulations (EC) No. 596/2014 on market abuse and approved by the Board of Directors on 4 August 2016. This procedure is available on the website of the Company at the address <http://corporate.technogym.com/>.

The procedure for the management of Insider Information (as identified below) aims at avoiding that their disclosure may come at the wrong moment, be incomplete or inadequate and, in any case, result in informational asymmetries among the public.

In particular, the disclosure of Insider Information protects the market and the investors, ensuring they have a suitable knowledge of the facts concerning the Issuer, on which they can base their investment decisions.

The procedure for the management of Insider Information also aims at preventing some parties or categories of parties from making use of information not known by the public to carry out speculative transactions on the markets at the expenses of the investors, who are not aware of this information.

The essential elements of the procedure for the management of Insider Information are briefly described below.

Insider information

“Confidential Information” is defined as any information or news that cannot be qualified as Insider Information, concerning, directly or indirectly, the Company and/or the Subsidiaries, that is not in the public domain or else that is, because of its nature, reserved or exclusive property of the Company and/or its Subsidiaries, acquired by the Addressees (as defined below) in the performance of their tasks and/or functions. The procedure refers to the provisions of Art. 7 of the Regulations (EU) No. 596/2014 (“**MAR**” or **Market Abuse Regulations**) for a more correct identification of the area of application of this definition.

Addressees of the procedure for the management of Insider Information

Addressees of the procedure (jointly, the “**Addressees**”) are all those who have access to Confidential Information or Insider Information, notably:

- (a) the members of the bodies of administration, direction and control and the Committees of the Company and/or the Subsidiaries;
- (b) the employees of the Company or the Subsidiaries; and
- (c) the persons, both natural and legal, that, because of their working or professional activity, or because of the functions carried out, have access, on a regular or occasional basis, to Insider Information and, therefore, must be recorded in a special Register.

Management of Insider Information

The employees and the members of the administrative body of the Company or its Subsidiaries must inform the Company of the information that, in their opinion, represents or could represent Insider Information, in compliance with the rules specified below:

- (a) the employees of the Company or its Subsidiaries must inform their direct superior of the information on the Company and/or its Subsidiaries that, in their opinion, represents or could represent Insider Information, of which they have become aware;
- (b) the managers of the corporate functions of the Company, as well as the Executive Directors (or other parties delegated to this purpose) of the Subsidiaries must inform without delay the Managing Director of the Company (or, in the case of absence or impediment of this, the Chairman of the Board of Directors of the Company or, in the case of absence or impediment also of the latter, the Deputy Chairman of the Board of Directors of the Company) of all information on the Company and/or the Subsidiaries that, in their opinion, represents or could represent Insider Information, of which they have become aware.

The assessment of whether the information concerning the Company and/or the Subsidiaries represents Insider Information and whether there is an obligation to disclose it to the market, falls within the competence of the following parties:

- (a) Information gained during meetings of the Board of Directors of the Company: within the competence of the Board of Directors;
- (b) information gained during meetings of the Shareholders' Meeting of the Company: within the competence of the Chairman of the Board of Directors;
- (c) other information: within the competence of the Managing Director of the Company (or, in the case of absence or impediment of this, of the person delegated by the Managing Director or, in the case of his/her absence or impediment, of the Chairman of the Board of Directors of the Company or, in the case of absence or impediment also of the latter, of the Deputy Chairman of the Board of Directors of the Company) or of the person delegated by the Managing Director of the Company.

If the information is found to represent Insider Information pursuant to the MAR provisions, it must be disclosed as soon as possible, according to the procedures specified in Art. 7 below, and in compliance with the legal and regulatory provisions in force at the time.

The Company has established, pursuant to the legal and regulatory provisions in force at the time, and must keep up to date, a register ("**Register**") with the list of the persons that, because of their working or professional activity or their functions, have access to Insider Information, even with a delay. The procedures to set up, manage and update the Register are regulated in the corresponding procedure ("**Register Procedure**").

The internal management of Insider Information, even with a delay, must take place in compliance with the rules below:

- (a) the manager of each corporate function must ensure that the Insider Information, even with a delay, is disclosed only to the employees of the units for which this knowledge is needed to carry out their working functions; these employees must be listed in the aforementioned Register;
- (b) the persons informed of Insider Information, even with a delay, must be informed, with the procedures specified in the Register Procedure, of the confidential nature of this information and of the obligations deriving from this knowledge, as well as of the possible penalties for the offences in this area specified by applicable legal and regulatory provisions.

Internal Dealing Procedure

With regard to the provisions of (a) Art. 19 of MAR; (b) the Delegated Regulation of the European Commission of 17 December 2015, No. 2016/522 (henceforth, “**Delegated Regulation 522**”); (c) the Delegated Regulation of the European Commission of 10 March 2016, No. 2016/523 (“**Delegated Regulation 523**”); and (d) applicable Italian legal and regulatory provisions on internal dealing, the Board of Directors of Technogym has adopted this procedure on internal dealing (“**Internal Dealing Procedure**”).

For the purposes of the Internal Dealing Procedure, “Relevant Persons” are:

- (a) the members of the administration and control bodies of the Company;
- (b) the persons carrying out functions of direction in the Company and the executives that have regular access to Insider Information and have the power to adopt management decisions that may have an impact on the development and the future prospects of the Company, as at the time identified by name by the Board of Directors of the Company or by the person(s) by this delegated; immediate communication of this identification will be provided to the Person in charge (as below defined);
- (c) the additional parties at the time identified possibly by the legal and regulatory provisions applicable on internal dealing.

For the purposes of the Internal Dealing Procedure, “Persons Closely Associated to Relevant Persons” or “Persons Closely Associated” are understood to be:

- (a) the spouse or the partner considered as equivalent to the spouse pursuant to Italian law;
- (b) the dependent children pursuant to Italian law;
- (c) the relatives who shared the same address for at least one year at the date of the Relevant Transaction;
- (d) the legal persons, trusts or partnerships:
 - the responsibilities of direction for which are held by a Relevant Person or by one of the persons identified under (a), (b) and (c);
 - directly or indirectly controlled by a Relevant Person or by one of the persons identified under (a), (b) and (c);
 - established for the benefit of a Relevant Person or one of the persons indicated under (a), (b) and (c);
 - the economic interest of which are essentially equivalent to those of a Relevant Person or one of the persons indicate under (a), (b) and (c); as well as
- (e) the additional parties - whether natural or legal persons - at the time identified by the legal and regulatory provisions applicable on internal dealing.

The Internal Dealing Procedure applies to all transactions (“**Relevant Transactions**”) carried out by Relevant Persons and Persons Closely Associated to Relevant Persons, concerning:

- (i) ordinary shares issued by the Company;
- (ii) financial fixed-income securities;

- (iii) derivative financial instruments related to financial instruments sub (i) and (ii); and
- (iv) other financial instruments related to financial instruments sub (i) and (ii);

including:

- (a) the purchase, the sale, the short sale, the underwriting or the exchange;
- (b) the acceptance or the exercise of an option right, including an option right granted to a Relevant Person or an employee as part of their compensation, and the sale of shares obtained from the exercise of an option right;
- (c) the subscription or exercise of swap contracts on stock price indexes;
- (d) the transactions in derivatives or related to these, including transactions settled in cash;
- (e) the subscription to a contract for difference on a financial instrument of the Company;
- (f) the purchase, sale or exercise of rights, including put and call options, and warrants;
- (g) the underwriting of a share capital increase or an issue of fixed-income securities;
- (h) the transactions in derivatives and financial instruments on fixed-income securities, including credit default swap;
- (i) the conditional transactions, subordinated to the occurrence of the conditions and to the actual execution of the transactions;
- (j) the conversion, automatic or non-automatic, of a financial instrument into another financial instrument, including the exchange of bonds convertible into shares;
- (k) the donations and the gifts made or received and the bequests received;
- (l) the pledging or lending of financial instruments by or on behalf of a Relevant Person or a Person Closely Associated to a Relevant Person;
- (m) transactions carried out by those who prepare or execute transactions professionally, or else by any other on behalf or in favour of a Relevant Person or a Person Closely Associated to a Relevant Person, also when discretion is exercised;
- (n) transactions carried out by third parties within an asset management mandate or a portfolio managed on an individual basis on behalf or in favour of a Relevant Person or a Person Closely Associated to a Relevant Person;
- (o) transactions carried out in index-linked products, baskets and derivatives, if provided for by Art. 19 of MAR;
- (p) transactions carried out in shares or units of investment funds, including alternative investment funds (“AIF”), if provided for by Art. 19 of MAR;
- (q) transactions carried out by the manager of an AIF in which a Relevant Person or a Person Closely Associated to a Relevant Person has invested, if provided for by Art. 19 of MAR;
- (r) transactions carried out within a life insurance policy, as defined pursuant to Directive 2009/138/EC of the European Parliament and the Board in which: (i) the holder of the insurance policy is a Relevant Person or a Person Closely Associated to a Relevant Person; (ii) the risk of the investment is borne by the policyholder; (iii) the policyholder has the power or the discretion

to make investment decisions for specific instruments covered by the life insurance in question, or to carry out transactions on the specific instruments of the life insurance.

For the purposes of (l) above, it is not necessary to notify a pledge of financial instruments, or other similar guarantee, in connection with the deposit of the financial instruments in a deposit account, unless and until this pledge or other similar guarantee is aimed at obtaining a specific credit facility.

For the purposes of (o) to (q), it is not necessary to notify the transactions related to financial instruments related to equity or fixed-income securities of the Company if, at the time of the transaction, one of the following 5 conditions is met:

- (i) the financial instrument object of the transaction consists of a unit or a share of a collective investment undertaking provided the exposure to the equity or the fixed-income securities does not exceed 20% of the assets held by the collective investment undertaking;
- (ii) the financial instrument object of the transaction provides an exposure to a portfolio of assets in which the exposure to the equity or to the fixed-income securities does not exceed 20% of the assets in the portfolio; or
- (iii) the financial instrument object of the transaction consists of a unit or a share of a collective investment undertaking or provides an exposure to a portfolio of assets and the Relevant Person or the Person Closely Associated to this does not know, nor could have known, the composition of the investments or the exposure of this collective investment undertaking or portfolio of assets for the equity or the fixed-income securities of the Issuer, and there are no reasons to lead this person to believe that the equity or fixed-income securities exceed the thresholds under (i) or (ii).

Relevant Transactions the total amount of which does not reach in a calendar year €5,000.00, or the greater amount required by applicable legal and regulatory provisions on internal dealing, are not subject to the obligations of communications specified in this Procedure. These obligations of communication apply instead to all Relevant Transactions carried out, once this amount is reached in one calendar year.

The Internal Dealing Procedure also regulates the management, handling and communication of the information related to these transactions.

In compliance with the provisions of the Internal Dealing Procedure, the Board of Directors on 16 February 2017 has granted to the Head of the Corporate Affairs function the mandate of person in charge of the execution of said Code (replaced with resolution of the Board of Directors of 10 February 2017).

The Internal Dealing Procedure is available on the website of the Company at the address <http://corporate.technogym.com/>.

6. COMMITTEES WITHIN THE BOARD OF DIRECTORS

In compliance with the Corporate Governance Code, which recommends to listed companies to create Committee within the Board of Directors, with competencies on specific areas, Art. 24 of the Articles of Association gives to the Board of Directors the power to set up internal Committee with functions of advice and proposal, specifying their powers also for the purposes of ensure the compliance of the corporate governance system with codes of conducts promoted by management companies of regulated markets.

The Board of Directors – in its meeting on 16 February 2016, with effectiveness suspended and conditional to the Trading Start Date – has set up, within itself, a Nomination and Remuneration Committee, a Control and Risk Committee, and a Committee for Transactions with Related Parties (see Par. 8, 10 and 12 below).

In the performance of their functions, the Committees set up within the Board of Directors have the power to access the information and the corporate functions as needed for the performance of their respective tasks. The Committees may also make use of external consultants paid by the Company, within the limits of the budget approved by the Board of Directors.

We describe below the Committees created within the Board of Directors.

7. NOMINATION AND REMUNERATION COMMITTEE

On 16 February 2016, the Board of Directors of the Company, in compliance with the recommendations of the Corporate Governance Code, has resolved, with effectiveness suspended and conditional to the Trading Start Date, to set up a Nomination and Remuneration Committee, pursuant to Art. 5 and 6 of the Corporate Governance Code, approving also the regulations for the operation of this Committee, believing that it is appropriate, also because of the foreseeable shareholder base of the Company after the Trading Start Date, to concentrate in one single Committee the functions specified in Art. 5 and 6 of the Corporate Governance Code.

The provisions concerning the tasks, composition, organisation and operation of the Remuneration and Nomination Committee are found in the regulations of the Committee available at the registered office and on the website of the Company (<http://corporate.technogym.com/>).

Composition and operation of the Nomination and Remuneration Committee

The members of the Nomination and Remuneration Committee, including the Chairman, were appointed by the Board of Directors on 16 March 2016, effective from and conditional on the Trading Start Date. They have remained in office from their appointment throughout 2016 and still are in office at the date of this Report.

The current composition of the Committee also complies with the recommendation in Standard 6.P.3 of the Code, pursuant to which the Committee may consist of Non-Executive Directors in majority independent, provided, as in the case of specie, (i) the Chairman of the committee is chosen among Independent Directors, (ii) the Issuer is not controlled by another listed company and (iii) the Issuer is not subject to the activity of direction and co-ordination of another company.

The following were appointed as members of the Nomination and Remuneration Committee: Vincenzo Giannelli (as Chairman), Maria Cecilia La Manna (as Deputy Chairman) and Riccardo Pinza.

Pursuant to the Regulations of the Nomination and Remuneration Committee, at least one member of the Committee must have knowledge and experience of financial issues or remuneration policies, to be assessed by the Board of Directors at the time of the appointment. Currently the Chairman of the Committee meets this requirement.

The duration of the mandate granted to the Committee is set each time by the Board of Directors or, if this does not take care of it, coincides with duration of the mandate of the Board of Directors that has set it up. If the mandate of Board of Directors ends early, for whatever reason, the mandate of Committee is also terminated.

Each member of the Committee may be revoked by resolution of the Board of Directors, which at the same time shall find a replacement. If a member of the Committee becomes unavailable, for any reason, including resignation from the office of Director, the Board of Directors shall appoint a new member without delay, at the first possible meeting. The mandate of the members of the Committee appointed to replace outgoing members expires at the same time as that of the members already in office at the time of the replacement, unless otherwise resolved by the Board of Directors.

At the time of its first meeting, the Committee appoints a Chairman and a Deputy Chairman among its members, unless the Board of Directors does not take care of it. The Chairman is chosen among the Directors who meet the independence requirements indicated by the Corporate Governance Code.

The Chairman or, in the case of absence or impediment of this, the Deputy Chairman chairs the meetings of the Committee, prepares its activity, directs, coordinates and moderates the discussion. The Chairman or, in the case of absence or impediment of this, the Deputy Chairman reports to the Board of Directors on the activity carried out by the Committee and on the corresponding proposals and guidelines in the most appropriate ways and, in any case, at the first possible meeting of the Board of Directors. The Committee also reports to the shareholders on the procedures followed for the exercise of its functions and, to this purpose, the Chairman or another member of the Committee attends the annual Shareholders' Meeting.

The Committee is called by the Chairman or, in the case of absence or impediment of this, by the Deputy Chairman every time a meeting is deemed appropriate to its functions and also every time a meeting is requested in writing by one of the members of the Committee to the Chairman or the Deputy Chairman, specifying the topics to be added to the agenda. The meetings of the Committee are called by giving at least 3 (three) days' notice, by email, fax, telegram, registered mail, or by hand, or by other suitable means, specifying the location, date, time and the items on the agenda. In urgent cases, the Committee may be called by giving only 1 (one) days' notice. The meeting is in any case duly established, even in the absence of a formal call, if attended by all members of the Committee. The call notice must be sent to the standing members of the Board of Statutory Auditors of the Company and a courtesy copy is also sent to the Chairman of the Board of Directors. The meetings of the Committee may be duly held also by suitable audio, video or teleconference systems, provided all those entitled can take part and be identified, follow the discussion, intervene in real time, and receive, send or view documents, with simultaneous review and decision/resolution. On proposal to the Chairman of the meeting, the Committee appoints on each occasion a Secretary to the meeting, who may or may not be a member. The Committee may meet in any location, provided it is in Italy. For the validity of the meetings of the Committee, the presence of the majority of the members in office is required. The decisions/resolutions of the Committee are taken with an absolute majority of those attending. The vote cannot be given by proxy and each member has one vote.

The Secretary prepares the minutes for every meeting of the Committee. The minutes are transcribed in a special book and signed by the Chairman of the meeting and the Secretary. The book of the minutes of the Committee is filed at the Corporate Affairs function and is available to all members of the Board of Directors and the Board of Statutory Auditors.

In 2016, there was one meeting of the Nomination and Remuneration Committee, which lasted one hour and twenty minutes. The minutes of the meeting were duly kept. The meeting was attended by several members of the Board of Statutory Auditors (and by the Head of the HR function and the Compensation & Benefit Manager of the Company). During this meeting, in the exercise of its functions, the Committee focused, after relevant analysis, on the definition of its proposals for the remuneration policy for the Executive Directors and Key Executives of the Company. With regard to the percentage attendance at the meetings by the individual members of the Committee, we refer, as already indicated, to Table 2, enclosed to this Report.

In 2017, the Nomination and Remuneration Committee expects to meet whenever it is deemed necessary for the purposes of the correct and effective performance of its tasks. At the date of this Report, the Committee had already met twice, mainly focusing on the assessment and approval of the remuneration plan based on financial instruments and the remuneration policy.

Functions of the Nomination and Remuneration Committee

With regard to appointments, the Nomination and Remuneration Committee has the following tasks:

- (a) to express opinions to the Board of Directors on the size and composition of the Board and make recommendations on the professional profiles whose presence in the Board of Directors is believed to be appropriate;
- (b) to make recommendations to the Board of Directors on the maximum number of positions as director or statutory auditor in other listed companies in regulated markets (also abroad), in financial, banking, insurance companies or large companies that may be considered compatible with an effective performance of the directorship of the Issuer, taking into account the participation of the Directors in the Committees established within the Board of Directors;
- (c) to make recommendations to the Board of Directors if difficulties arise in the application of the non-competition obligation specified for the Directors by Art. 2390 of the Civil Code, if the Shareholders' Meeting of the Company has authorised in general terms and in advance derogations to this prohibition to meet organisational needs;
- (d) to propose to the Board of Directors candidates to the office of Director in co-optation cases, if it becomes necessary to replace Independent Directors; and
- (e) to carry out a preliminary analysis for the preparation of a succession plan for the Executive Directors of the Company, if the Board of Directors decides to adopt such a plan.

With regard to remunerations, the Nomination and Remuneration Committee has also been assigned the following tasks:

- (a) to make proposals to the Board of Directors on the remuneration policy for Directors and Key Executives;
- (b) to assess at regular intervals the appropriateness, overall consistency and practical application of the remuneration policy for Directors and Key Executives, making use in this regard of the information provided by the delegated Directors;
- (c) to make proposals or express opinions to the Board of Directors on the remuneration of the Executive Directors and the other Directors holding specific offices, as well as on the specification of performance objectives for the variable component of such remuneration, and to monitor the application of the decisions adopted by the Board of Directors, verifying, in particular, the actual achievement of the performance objectives.

The Committee may invite to its meetings the Chairman and Deputy Chairman of the Board of Directors, the other members of the Board of Directors and the members of the administration and control bodies of the companies of the group with regard to all or some items on the agenda. Any other person whose presence is believed to be useful to improve the performance of the functions of the Committee, with regard to all or just a few items on the agenda, may also be invited to the meetings.

In compliance with the Application Criterion 4.C.1, letter e) of the Corporate Governance Code, the Nomination and Remuneration Committee may access corporate information and functions as necessary for the performance of its tasks and make use of external consultants, to the extent specified by the Board of Directors.

In line with the recommendations of Art. 7.C.4 of the Corporate Governance Code, no Director may take part in meetings of the Nomination and Remuneration Committee, when proposals are made to the Board of Directors concerning his/her remuneration.

The minutes of the meetings of the Nomination and Remuneration Committee and the decisions taken were duly taken.

In support of the activity of the Nomination and Remuneration Committee during the year, the Board of Directors has offered to provide the body with all the resources that will be required for the correct performance of its functions.

For more information on the composition and the functions of the Nomination and Remuneration Committee, we refer to the Regulation of the Committee and to the Remuneration Report, both available at the registered office and on the website of the Company (www.technogym.com – Governance section).

8. DIRECTORS' REMUNERATION

General remuneration policy

On 10 February 2017, the Board of Directors approved the 2017 remuneration policy of the Company, which will be submitted for approval to the Shareholders' Meeting called for 21 April 2017.

The remuneration policy of the Company is consistent, *inter alia*, with the applicable provisions of the Corporate Governance Code. For information on the general remuneration policy, the share-based remuneration plans resolved by the Board of Directors on 6 March 2016, the remuneration of Directors, Executive and Non-Executive, and Key Executives, the incentive mechanisms for the Internal Auditing Manager and the Financial Reporting Manager, the remuneration of Non-Executive Directors and the indemnities due to Directors in the case of resignation, dismissal or termination of the relation after a public purchase offer, we refer to the Report on remuneration of Technogym pursuant to Art. 123-ter of the Consolidated Finance Law, which will be made available to the public in the terms and with the procedures specified by the legal and regulatory provisions in force at the time, including by publication on the website <http://corporate.technogym.com/>.

We note, in any case, that there are no agreements between the Company and any Director specifying indemnities, of insurance or other nature, in the case of resignation or dismissal without just cause or if the employment relationship ends after a public purchase offer.

9. CONTROL AND RISK COMMITTEE

The Board of Directors, in its meeting on 16 February 2016, with effectiveness suspended and conditional at the Trading Start Date, has established an internal Control and Risk Committee, which has been given functions of investigation, advice and proposal to support the Board of Directors in the analysis, identification, monitoring and solution of the issues related to the internal control and risk management system. This Committee also provides advice and makes proposal on the adoption of corporate governance standards in the Company.

In the same meeting of 16 February 2016, the Board of Directors approved the Regulation of the Control and Risk Committee, which regulates the functions and the operation of this Committee.

This Regulation contains provisions aimed at implementing the recommendations made by Standard 7.P.4 and Application Criterion 7.C.2 of the Corporate Governance Code, as well as – more in general – Art. 7 of this Code.

Composition and operation

The members of the Control and Risk Committee, including its Chairman, were appointed by the Board of Directors at the Trading Start Date. They have remained in office throughout 2016 and are in office at the date of this Report.

In compliance with Standard 7.P.4 of the Corporate Governance Code, the Control and Risk Committee consists of the following three Directors, Non-Executive and Independent: Maria Cecilia La Manna (Chairman), Francesca Bellettini (Deputy Chairman) and Vincenzo Giannelli.

Pursuant to the Regulation of the Control and Risk Committee, at the time of the appointment, at least one member of the Committee must be deemed by the Board of Directors to have knowledge and experience of financial issues or remuneration policies. The Chairman of the Committee currently meets this requirement.

If a member of the Committee becomes unavailable, for any reason, including resignation from the office of Director, the Board of Directors appoints a new member without delay, at the first possible meeting. The mandate of the members of the Committee appointed to replace outgoing members expires at the same time as the mandate of the members already in office at the time of the replacement, unless otherwise resolved by the Board of Directors.

At the time of its first meeting, the Committee appoints among its members a Chairman and a Deputy Chairman, unless the Board of Directors has already taken care of it.

Each member of the Committee may be revoked by resolution of the Board of Directors, which at the same time shall find a replacement. The duration of the mandate granted to the Committee is set each time by the Board of Directors, otherwise it coincides with the duration of the mandate of the Board of Directors that has established it. In the case of premature termination of the Board of Directors, for whatever reason, the Committee is also terminated.

The Chairman or, in the case of absence or impediment of this, the Deputy Chairman, chairs the meetings of the Committee, prepares its activity, directs, coordinates and moderates the discussion and reports to the Board of Directors on the activity carried out by the Committee and on its proposals and guidelines in the most appropriate ways and, in any case, at the first possible meeting of the Board of Directors.

The Committee is called by its Chairman or, in the case of absence or impediment of this, the Deputy Chairman, for the execution of its functions and tasks with a frequency appropriate to the correct performance of these functions and tasks. The Committee meets also every time a meeting is requested by one of its members who shall send a written request to the Chairman or the Deputy Chairman, indicating the topics to be placed on the agenda.

The meetings of the Committee are called by giving at least 3 days' notice, by email, fax, telegram, registered mail, or by hand, or by other suitable means, specifying the place, date, time and the items on the agenda. In urgent cases, the Committee may be called by giving only 1 (one) days' notice. The meeting is deemed, in any case, duly established, even in absence of a formal call, if attended by all members of the Committee. The call notice must be sent to the standing members of the Board of Statutory Auditors of the Company and a courtesy copy is also sent to the Chairman of the Board of Directors and the Director in charge of the Internal Control and Risk Management System. The meetings of the Committee may be duly held also by suitable audio, video or teleconference systems, provided all those entitled can take part and be identified, follow the discussion, intervene in the discussion in real time, and receive, send or view documents, with simultaneous review and decision/resolution. The Committee, on proposal to the Chairman of the meeting, appoints, at the time, a Secretary of the meeting, who may, or may not, be a member. The Committee may meet in any location, provided it is in Italy. For the validity of the meetings of the Committee, the presence of the majority of members in office is required. The decisions/resolutions of the Committee are taken with an absolute majority of those attending. The vote cannot be given by proxy and each member has the right to one vote.

For every meeting of the Committee, minutes are taken by the Secretary of the meeting. The minutes are transcribed in a special book and signed by the Chairman and the Secretary of the meeting. The book of the minutes of the Committee is filed at the Corporate Affairs function and is available to all members of the Board of Directors and the Board of Statutory Auditors.

9.1 Functions of the Control and Risk Committee

The Control and Risk Committee was given functions of proposal and advice as follows:

- a. to assess, together with Financial Reporting Manager as set forth in Art. 154-*bis* of Legislative Decree No. 58, 24 February 1998, as amended and integrated (henceforth, “**Financial Reporting Manager**”), after hearing the Independent auditor (or auditing company) and the Board of Statutory Auditors, the correct use of the accounting principles and their uniformity for the purposes of the preparation of the consolidated financial statements;
- b. to express opinions on specific aspects of the identification of the main types of corporate risk;
- c. to review the regular reports on the assessment of the Internal Control and Risk Management System and the reports of special significance prepared by the Internal Audit function;
- d. to monitor the autonomy, appropriateness, effectiveness and efficiency of the Internal Audit function;
- e. to ask the Internal Audit function to carry out assessments on specific operational areas, at the same time informing the Chairman of the Board of Statutory Auditors;
- f. to report to the Board of Directors, at least every six months, at the time of the approval of the annual and half-yearly financial report, about the activity carried out, as well as on the appropriateness of the Internal Control and Risk Management System;
- g. to support, with appropriate investigation activity, the assessments and the decisions of the Board of Directors on the management of the risk arising from detrimental facts of which the Board of Directors has become aware.

The Committee also provides its preliminary opinion to the Board of Directors:

- a. on the guidelines of the Internal Control and Risk Management System, so that the main categories of risk concerning the Company and its Subsidiaries are correctly identified, as well as properly measured, managed and monitored;
- b. on the compatibility of the categories of risk under a) with a management of the Company consistent with the strategic objectives identified;
- c. on the appropriateness of the Internal Control and Risk Management System with respect to the characteristics of the Company and the risk profile taken, as well as on the effectiveness of such system;
- d. on the action plan prepared by the Head of the Internal Audit function;
- e. on the description, in the Report on corporate governance, of the main characteristics of the Internal Control and Risk Management System and the procedures of co-ordination between the parties involved, including the assessment of the appropriateness of the system itself;
- f. on the results described by the auditor (or auditing company) in any letter of suggestions sent and in the report on the key issues identified during the audit;
- g. on the proposal concerning the appointment, revocation and remuneration of the Head of the Internal Audit function, as well as on the appropriateness of the resources allocated to this for the execution of his functions.

If the Board of Directors resolves in this sense, the Committee also exercises the powers granted to the Committee for Transactions with Related Parties by the Procedure for Transactions with Related Parties adopted by the Company.

The Committee may invite to its meetings the Chairman and the Deputy Chairman of the Board of Directors, the Director in charge of the Internal Control and Risk Management System and the other members of the Board of Directors, the statutory auditor or the representatives of the auditing company and the members of the administration and control bodies of the companies of the group with regard to all or just a few items on the agenda. The Committee may also invite to its meetings the Head of the Internal Audit function, the Financial Reporting Manager, the Executives in charge of the different functions and any other person whose presence is believed to be useful to improve the performance of the functions of the Committee, with regard to all or some items on the agenda. The Chairman of the Board of Statutory Auditors or another statutory auditor indicated by this takes part in the activity of the Committee; the other Auditors may also take part.

Without prejudice to the powers of the individual members of the Committee in their capacity as Directors of the Company, in the performance of its functions, the Committee may access corporate information and functions as necessary for the performance of its tasks and make use of external consultants to the extent specified by the Board of Directors.

The Committee carries out its activity making use of the information provided by the Board of Directors, the Director in charge of the Internal Control and Risk Management System, the Head of the Internal Audit function, the Financial Reporting Manager, the Supervisory Board specified by Legislative Decree 231/2001, as amended and integrated, and the statutory auditor or the representatives of the auditing company, as well as of the results of the activity carried out by the other Committees established by the Board of Directors. The Committee and the Board of Statutory Auditors promptly exchange the information relevant to the execution of the respective tasks. In addition, the Committee may activate, through the Director in charge of the Internal Control and Risk Management System and the Head of the Internal Audit function, all other information channels necessary to the execution of its activity and receives the support of the Corporate Affairs function.

In 2016, the Control and Risk Committee met four times; the meetings lasted on average an hour and a half. The meeting attendance record of each member is indicated, in percentage terms, in Table 2 enclosed to this Report. In 2016, the Control and Risk Committee mainly reviewed: (i) the activity carried out by the Internal Audit function of the Company, (ii) the correct use of accounting principles and their uniformity for the purposes of the preparation of the financial reports of the Company. The Control and Risk Committee has indicatively scheduled five meetings for 2017, of which two had already been held at the date of this Report. In these meetings, the Committee focused on: (i) the progress of the projects of the Internal Audit function; (ii) the appropriateness of the Control and Risk Management System and the organisational, administrative and accounting structure, (iii) the correct application of accounting principles in the preparation of the financial reports of the Company and the correct application of the principles for the execution of the impairment test. The meetings of the Control and Risk Committee and the decisions taken were regularly recorded.

The members of the Board of Statutory Auditors and the Director in charge of the Internal Control and Risk Management System, Mr Carlo Capelli, were always invited to take part in the activity of the Committee. The Chairman of the Board of Statutory Auditors and the Director in charge attended all meetings, and some meetings were attended by the entire Board of Statutory Auditors. The Head of the Internal Audit function, Mr Giuliano Boccanegra, and the Financial Reporting Manager, Mr Stefano Zanelli, attended some meetings.

In support of the activity of the Control and Risk Committee during the year, the Board of Directors has offered to provide the Committee with all the resources that will be required for the correct performance of the functions of the Committee. For more information on the composition and the functions of the Control and Risk Committee, we refer to the Regulation of the Committee, available at the registered office and on the website of the Company (<http://corporate.technogym.com/>).

10. INTERNAL CONTROL AND RISK MANAGEMENT SYSTEM

The Company has adopted an Internal Control and Risk Management System, in compliance with the recommendations of Art. 7 of the Corporate Governance Code, as well as Italian and international best practices.

This has produced a coordinated and organic system of rules, procedures and organisational structures that, through an appropriate process of identification, measurement, management and monitoring of the main risks to which the Company and its Subsidiaries are exposed, ensures the sound and correct management of the Company, consistent with its strategic objectives. The Internal Control and Risk Management System involves, within the scope of their competence:

- the Board of Directors, which sets the guidelines and assesses the appropriateness of the Internal Control and Risk Management System;
- the Control and Risk Committee, which has the task, described in Par. 9 above, of supporting, with appropriate investigation and proposal activity, the assessments and decisions of the Board of Directors on the system, as well as those on the approval of the regular financial reports;
- the Director in charge of the Internal Control and Risk Management System, Mr Carlo Capelli, who has the task of identifying the main types of corporate risk and giving execution to the guidelines defined by the Board of Directors, as described in detail in Par. 10.1 below;
- the Head of the Internal Audit function, Mr Giuliano Boccanegra, who has the task of verifying that the Internal Control and Risk Management System is operational and appropriate, as described in detail in Par. 10.2 below. We also note that, on 4 August 2016, the Board of Directors, after hearing the Board of Statutory Auditors and the Director in charge of Internal Control System, approved the action plan for the second half of the year prepared by the Head of the Internal Audit function;
- the Board of Statutory Auditors, which, also in its capacity as Internal Control and Audit Committee pursuant to Art. 19 of Legislative Decree 39/2010, monitors the effectiveness of the Internal Control and Risk Management System.

Considering the complexity of the management activities and taking into account that exposure to risk represents a fundamental and unavoidable component of the activity of the Company, the Board of Directors has recognised the need to identify and map, ex ante, before they arise, the main types of risk, and to adopt suitable instruments to manage them and reduce their impact.

Therefore, in connection with the listing process, the Company has started a process for the definition of an integrated risk management model, inspired by the principles indicated by the Committee of Sponsoring Organizations of the Treadway Commissions (COSO III), a framework already used in the design of both the system of internal financial controls, in compliance with the requirements of Act 262/2005 and the organisational model adopted pursuant to Legislative Decree 231/2001. For the purposes specified above, in 2016 the Company started a project for the definition and formalisation of an integrated risk governance system, known as Enterprise Risk Management or ERM, with the following objectives:

- to disseminate within the Company a culture of prevention and mitigation of risk, in particular in the strategic and operational planning processes and in the corporate decisions of greater relevance;
- to ensure transparency on the risk profile taken and the management strategies implemented, by defining a risk policy that specifies the lines and principles guiding the assumption and management of strategic risk, with regular and structured reports sent to the Board of Directors, the top management and the shareholders.

Technogym's ERM, when fully implemented, will be moreover:

- extended to all potentially significant categories of risk;
- focused on the most relevant risk categories, understood as those most likely to jeopardise the achievement of the strategic objectives;
- based on an approach that allows, as far as possible, an objective measurement of the impact of the risks on the expected economic and financial results, according to their likelihood of occurrence;
- integrated in the decision-making and business processes and, in particular, in the strategic and operating planning process and the investment projects.

This ERM model, which will be finalised in 2017, is an instrument to achieve a more harmonised and integrated control system, to make even more efficient the definition of Technogym's guidelines for the identification, monitoring and management of the risk areas, guaranteeing the achievement of the strategic and operating objectives, the reliability of financial disclosures, the compliance with laws and regulations and the safeguard of corporate assets.

The risk assessment activities carried out during the year for the purposes of the listing process have confirmed and considered three macro-categories of risk, which allow the management to focus on the objectives and the control model, as well as on the bodies of governance of this:

- strategic risks, the risks related to the corporate strategies aimed at achieving a competitive advantage consistent with the objectives set in the business plan;
- business risks, the risks related to the sector the Company belongs to and the business model with which this operates to achieve the objectives of the business plan;
- operational risks, the risks related to the organisational structure, control processes and IT systems of the Group.

These risks are mitigated by systems of prevention and control in the corporate processes, aimed at reducing the likelihood and/or contain the impact in the case of occurrence. The exposure of the Group to strategic, business and operational risk and the corresponding mitigation initiatives are submitted to the approval of the competent Administrative and Control Bodies.

Main characteristics of the Internal Control and Risk Management System with regard to the financial reporting process pursuant to Art. 123-bis, Par. 2, letter b), Consolidated Finance Law

The internal control system for the financial reporting process is an integral part of the wider Internal Control and Risk Management System. In general, the internal control system implemented by the Company is aimed at preserving the Company's assets, as well as ensuring compliance, efficiency and effectiveness of corporate transactions and reliability, accuracy and timeliness of financial disclosures.

The internal control system for the financial reporting process aims at identifying the events that can jeopardise, if they occur, the reliability, accuracy, reliability and timeliness of financial information and at assessing whether the process of preparation of the financial statements as a whole can produce financial reports in compliance with reference accounting principles.

The approach adopted in the design of the control model for the financial reporting process was inspired by international standards and industry best practices, and by the guidelines issued by the Committee of Sponsoring Organizations of Tradeway Commission (known as COSO III).

The Financial Reporting Manager defines the administrative-accounting procedures for the preparation of the financial statements and other financial disclosures. Together with the Chairman of the Board

of Directors, the Financial Reporting Manager ensures that these procedures are appropriate and actually applied when preparing the annual separate and consolidated financial statements and the half-yearly financial report of the Company.

Current stages of the Internal Control and Risk Management System with regard to the financial reporting process

In 2016, in connection with the listing process, the Group started a project aimed at ensuring compliance with the guidelines of Act No. 262/2005, documenting the management control model on the financial reporting process, carrying out specific assessments on the controls observed within the accounting-administrative system and supporting the issue of the statements by the Financial Reporting Manager.

This project included risk assessment activities, which have identified, within the consolidation perimeter, the branches/legal entities that, for strategic significance and quantitative relevance in terms of contribution to the consolidated financial statements, are believed to be relevant to the purposes of the application of the control requirements pursuant to Act 262/2005.

The significant items of the financial statements and the corporate processes feeding them were then selected, defining a matrix of corporate processes/legal entities that looks at the risks in the case of a failure to achieve the objectives of true and fair representation of the financial information with respect to the current controls (known as design of the internal control system) and their actual effectiveness through control testing activities.

In general, the control objectives for the financial reporting process concern the financial statements and the corporate control and organisation environment, such as the controls on the separation of the tasks, on compliance with the rules of conduct and the authorisation limits, on physical safety of goods, on diligent documentation and tracking of transactions.

The analysis of the perimeter and the risk related to financial disclosures requires regular updates to identify the main changes occurred in the structure of the administrative-accounting processes as a result of the natural evolution of the business and organisation of the Company.

Roles and functions involved

The Internal Control and Risk Management System for the financial reporting process is coordinated and managed by the Financial Reporting Manager, Mr Stefano Zanelli, appointed by the Board of Directors pursuant to current legislative provisions and the Articles of Association.

The Financial Reporting Manager is supported by the Internal Audit function, in the execution of assessments on the operation of the control system, and by the managers of the functions, who, within their area of competence, provide complete and reliable information for the preparation of the financial reports.

The Financial Reporting Manager is directly responsible for verifying the correct and prompt execution of management activities in the administrative, accounting and financial area, being required to supervise on an ongoing basis all stages of the monitoring and assessment of risk concerning the financial reporting process.

The Financial Reporting Manager regularly reports to the Board of Statutory Auditors on the appropriateness, also in terms of organisation, and reliability of the administrative-accounting system and reports to the Control and Risk Committee and the Board of Directors on the activity carried out and on the effectiveness of the internal control system with regard to risk arising from the information provided by the financial statements.

After carrying out these activities and controls, the Financial Reporting Manager issues the statements and certifications required by Art. 154-*bis* of the Consolidated Finance Law.

In particular, pursuant to:

- (i) Art. 154-*bis*, Par. 2, of the Consolidated Finance Law, the acts and communications of Technogym Spa, disclosed to the market and related to the financial reports, interim and annual, are accompanied by a written statement by the Financial Reporting Manager, confirming they correspond to supporting documents and to accounting books and records;
- (ii) Art. 154-*bis*, Par. 5, of the Consolidated Finance Law, the Financial Reporting Manager and the Managing Director issue a report on the annual financial statements, the condensed half-yearly financial reports, and the consolidated financial statements, stating:
 - a) that the administrative and accounting procedures were appropriate and actually applied in the period to which the documents refer;
 - b) that the documents are drafted in compliance with international accounting principles recognised in the European Community pursuant to the regulation (EC) No. 1606/2002 of the European Parliament and Council, 19 July 2002;
 - c) that the documents correspond to the evidence provided by accounting books and records;
 - d) that the documents provide a true and fair representation of the financial statements of the Issuer and the companies included in the scope of consolidation;
 - e) for the separate and consolidated financial statements, that the Report on Operations provides a credible analysis of the operating performance and financial position of the issuer and the companies included in the scope of consolidation, together with a description of the main risk and uncertainties to which they are exposed;
 - f) for the condensed half-yearly financial reports, that the interim Report on Operations provides a credible analysis of the information set forth in Art. 154-*ter*, Par. 4 of the Consolidated Finance Law.

10.1 Executive Director in charge of Internal Control System

In support of the Internal Control and Risk Management System, the Board of Directors of the Company has appointed on 16 March 2016, effective from the Trading Start Date, Mr Carlo Capelli as Director in charge of the Internal Control and Risk Management System.

In execution of his functions, the Director in charge of the Internal Control and Risk Management System, with the support of the executives in charge of the different reference areas:

- attended to the identification of the main corporate risks, taking into account the business strategies and characteristics of the Company and the Group;
- gave execution to the guidelines defined by the Board, ensuring the design, implementation and management of the internal control system, verifying its overall suitability and efficiency;
- attended to the adjustment of the internal control system to the corporate dynamics and the changed operating conditions within the reference legal and regulatory framework.

Mr Capelli may ask the Internal Audit function to carry out assessments on specific operating areas and on compliance with internal rules and procedures in the execution of corporate transactions, informing the Chairman of the Control and Risk Committee and the Chairman of the Board of Statutory Auditors. In the exercise of his functions, the Director in charge of the Internal Control and

Risk Management System has not observed so far, nor has been informed of, issues that needed to be promptly brought to the attention of the Control and Risk Committee and the Board of Directors.

10.2 Internal Audit Manager

The Board of Directors of the Company, appointed, on 11 May 2016, Mr Giuliano Boccanegra as Head of the Internal Audit function, in compliance with the recommendations of Standard 7.P.3 b) and criterion 7.C.5 of the Corporate Governance Code.

At the time of the appointment, the Board set the remuneration of the Head of the Internal Audit function according to corporate policy, giving him full budgetary autonomy for the exercise of his functions, in the limits of the annual general budget allocated to the Internal Audit function and excluding any integrations and amendments believed to be necessary, which may be discussed and approved by the Board of Directors at any time, on proposal of the Director in charge of the Internal Control and Risk Management System, after favourable opinion of the Control and Risk Committee and after hearing the Board of Statutory Auditors.

The Head of the Internal Audit function, to whom no business area reports and who reports to the Board of Directors, in the exercise of his functions, ensures the required information to the Director in charge of the Internal Control and Risk Management System, the Board of Statutory Auditors and the Control and Risk Committee. In particular, the Head of the Internal Audit function:

- verifies that the Internal Control and Risk Management System is operational and appropriate;
- verifies, both on a continuous basis and for special requirements and in compliance with international standards, the effectiveness and suitability of the Internal Control and Risk Management System, through the audit plan prepared by this, approved by the Board of Directors, based on a structured process of analysis and prioritising the main types of risk;
- prepares regular reports containing appropriate information on his own activity, on the procedures with which the risk management is carried out, on compliance with the plans defined to control risk, as well as an assessment of the suitability of the Internal Control and Risk Management System;
- promptly prepares reports on events of special significance;
- sends said reports to the Chairmen of the Board of Statutory Auditors, the Control and Risk Committee and the Board of Directors, as well as to the Director in charge of the Internal Control and Risk Management System;
- verifies, within the audit plan and with the support of the manager of IT systems, the reliability of the IT systems including the accounting data systems.

The Head of the Internal Audit function has direct access to all information useful for the performance of the mandate and, if necessary, may also access the documents produced by third parties with control positions in the Company or of other Subsidiaries.

During the year, the Internal Audit function carried out and was involved in the following activities:

- verification in accordance with the audit plan, presented and approved by the Board of Directors on 11 May 2016;
- activity on behalf of the Supervisory Board, according to the provisions of Technogym's Model of organisation and management pursuant to Legislative Decree 231/2011.

The Head of the Internal Audit function reported on the activity carried out during the year to the Board of Directors, the Board of Statutory Auditors, the Control and Risk Committee and the Director in charge of the Internal Control and Risk Management System, with its report of 29 July 2016 on the activity carried out in the first six months of the year, and of 29 July 2016 on the activity carried out in 2016.

10.3 Co-ordination controls

To ensure the co-ordination of the parties involved in the Internal Control and Risk Management System, the Company requires that meetings take place, at least once every six months, on a day known as “control day”. These meetings are attended by all managers of the control functions or the functions that are in any case involved in the Internal Control and Risk Management System.

The bodies and the functions in charge of Technogym’s Internal Control and Risk Management System met regularly during the year.

10.4 Model of organisation pursuant to Legislative Decree 231/2001

The Company has acquired its own Model of organisation and management pursuant to Legislative Decree 231/2001, approved by the Board of Directors on 28 May 2013 and later updated on 3 December 2013, 7 March 2016 and 4 August 2016 (henceforth, “**Model**”).

Technogym’s Model is divided into two sections. The first section, of a general character, describes the aims, addressees, components of the system of *ex-ante* control of the Model itself and, again in line with the requirements of Legislative Decree 231/2001, the structure, operation and tasks of the Supervisory Board, which, pursuant to Art. 6 of Legislative Decree 231/2001, oversees the operation and compliance of the Model.

The first section of the Model also provides for training and information to be provided to the personnel of the Company on the content of the Model.

The second section of the Model, more specific, provides a description of the types of offences specified by Legislative Decree 231/2001 and the corresponding penalties for the areas of risk deemed applicable that are identified in the Model.

The offences that the Model, based on the results of the risk mapping carried out for the purposes of its adoption, aims at preventing, are:

- offences in the relations with the public administration;
- corporate offences;
- offences of terrorism or subversion of the democratic order, transnational offences, organized crime offences, receiving stolen property and money laundering, use of money, goods or assets of illicit origin and employment of third-country nationals illegally staying;
- offences against individuals;
- unintentional offences involving violation of laws and regulations on health and safety in the workplace;
- computer offences and unlawful data processing;
- forgery of identification instruments or marks and offences against industry and commerce;
- offences involving violation of copyright laws;

- inducement not to make or to make false statements to the court;
- environmental offences;
- offences of corruption between private individuals;
- self-laundering offences;
- offences of abuse of market.

The provisions of the Model are integrated by those of the Code of Ethics of Technogym Spa, approved by the Board of Directors at its meeting on 28 May 2013 and updated at the meeting of 4 August 2016. The Code of Ethics describes the ethical commitments and responsibilities in the conduct of company business and activities, by which all employees must abide in the performance of their activity, in the belief that ethics in the conduct of the business is required for the success of the company activity.

The Code of Ethics is available on the website of the Company (<http://corporate.technogym.com/it/investor-relations/ipo-0>).

The Supervisory Board, which oversees the operation of and the compliance with the Code of Ethics, was appointed by the Board of Directors on 28 May 2013 and later re-appointed on 4 August 2016. Given the type of business and organisation of the Company, the Board of Directors resolved to set up the Supervisory Board in collegial form. The members of the Supervisory Board are:

- Mr Andrea Russo;
- Mr Emanuele Scorsonetto;
- Mr Giuliano Boccanegra, also Head of the Internal Audit function, appointed in replacement of Filippo Fonzi, who left on 23 December 2016.

In compliance with Legislative Decree 231/2001, the Supervisory Board reports directly to the top management of the Company and does not have any hierarchical link to the businesses, which ensures its full autonomy and independence in the execution of its functions.

The Supervisory Board reported on the activity carried out during the year to the Board of Directors on 7 March 2016 and to the Control and Risk Committee on 28 February 2017.

10.5 Auditing Company

Taking into account the guidelines most recently provided by CONSOB in its Communication No. 0098233, 23 December 2014, concerning the granting of the audit mandate at the time of the assumption of the status of public-interest entity pursuant to Art. 16 of Legislative Decree No. 39, 2010, the ordinary Shareholders' Meeting of the Issuer, on 16 February 2016, has granted to the Auditing Company, effective from and conditional to the presentation of the request for the shares to be admitted to trading on the Mercato Telematico Azionario, a new audit mandate (which includes the verification that the accounts are duly kept, and that the operating performance is correctly recorded) pursuant to Art. 13 and 17 of Legislative Decree No. 39, 2010, for the years 2016-2024, for the separate financial statements of the Company and the consolidated financial statements of the Technogym Group, to replace the ongoing mandate given to PricewaterhouseCoopers S.p.A. itself on 17 July 2014.

Again with its resolution on 16 February 2016, the ordinary Shareholders' Meeting of the Issuer has granted to the Auditing Company, effective from and conditional to the presentation of the request for the shares to be admitted to trading on the Mercato Telematico Azionario, a mandate for the limited audit of the six-month consolidated condensed financial report of the Technogym Group for the six-month periods ending 30 June in the 2016-2024 period; a mandate for the audit of the separate and consolidated financial statements of the Issuer, pursuant to the provisions of Art. 14 and 16 of

Legislative Decree 39/2010, for the 2013-2021 period, extremes included; and a mandate for the limited audit of the six-month consolidated condensed financial report of the Issuer for the six-month periods ending 30 June of the 2014-2021 period, extremes included, in compliance with the recommendations made by CONSOB in its Communication DAC/RM/97001574, 20 February 1997.

10.6 Financial Reporting Manager

On 16 February 2016, in compliance of the provisions of Art. 154-*bis* of the Consolidated Finance Law and the requirements set by Art. 19.4 of the Articles of Association, the Board of Directors has appointed, after favourable opinion of the Board of Statutory Auditors, effective from the Trading Start Date, the Chief Financial Officer, Mr Stefano Zanelli, as Financial Reporting Manager.

The Financial Reporting Manager has the following tasks:

- to specify appropriate administrative and accounting procedures for the preparation of the annual financial statements and the consolidated financial statements, as well as of any other financial disclosure;
- to issue the written statements certifying that the acts and communications of the Company disclosed to the market and related to the financial disclosures, annual and interim, correspond to supporting documentation, ledgers and accounting records;
- to issue, together with the Managing Director, the statements required by Art. 154-*bis*, Par. 5, of the Consolidated Finance Law, with a special report drafted according to the model set with CONSOB regulation, enclosed to the annual financial statements, the six-month condensed financial report and the consolidated financial statements;
- to take part in the meetings of the Board of Directors of the Company that have on the agenda the review of the economic-financial data of the Company;
- to report without delay to the Managing Director and the Board of Directors, also through the Control and Risk Committee, any significant aspect that, if incorrect, should be indicated in the statements specified by Art. 154-*bis* of Legislative Decree 58/1998;
- to report every six months, to the Board of Directors, the Control and Risk Committee and the Board of Statutory Auditors on the activity carried out.

The Financial Reporting Manager must meet not only the honourableness requirements set by the legal and regulatory provisions in force at the time for those carrying out administration and direction functions, but also the professionalism requirements set forth in Art. 25, Par. 2, of the Articles of Association of the Company, consisting in specific competences on administration, finance or control. In particular, he/she must have:

- (a) graduated in Economics or Finance or in subjects related to corporate management and organisation; and
- (b) accrued a total experience of at least three years in the exercise of: (i) activity of administration, finance or control, or managerial tasks with executive functions at joint-stock companies; or (ii) administrative or executive functions or else positions as auditor or adviser as certified public accountant at entities operating in the credit, financial or insurance sectors, or in related sectors or sectors related to the activity exercised by the Company and specified in Art. 3 of the Articles of Association, involving the management of economic and financial resources (Art. 25.3). The Board of Directors verifies that the requirements of honourableness and professionalism as set forth in Art. 25.2 above are met. The Board of Directors ensures that Financial Reporting Manager has appropriate powers and means for the exercise of the tasks assigned pursuant to the legal and regulatory provisions in force at the time.

The Board of Directors of the Company has verified, at the time of the appointment, that Mr Zanelli is meeting these requirements.

11. INTERESTS OF DIRECTORS AND TRANSACTIONS WITH RELATED PARTIES

In compliance with the provisions of Art. 2391-*bis* of the Civil Code and the Related Party Regulations, which implements Art. 2391-*bis* of the Civil Code and Art. 4 of which requires, among other things, the adoption of procedures ensuring the transparency and the substantial and procedural fairness of the transactions with related parties, the Board of Directors, in its meeting on 11 May 2016, appointed the Committee for Transactions with Related Parties and approved the Procedure for Transactions with Related Parties, which regulates the execution of transactions with related parties, to ensure their transparency and substantial and procedural fairness.

In compliance with the Related Party Regulations, the Committee for Transactions with Related Parties consists of three Independent Directors: Maria Cecilia La Manna (in her capacity as Chairman), Francesca Bellettini (as Deputy Chairman) and Vincenzo Giannelli.

The Committee for Transactions with Related Parties has never met, as, after the listing and the set-up of the Committee, the Company did not carry out any transaction with Related Parties that would have required a meeting.

The Procedure for Transactions with Related Parties was adopted in compliance with CONSOB Communication No. 1007868 on 24 September 2010.

In particular, the Procedure in question regulates the execution of transactions carried out by the Company, directly or through Subsidiaries, with counterparties to which the definition of “Related Party” apply; sets the criteria for the identification of Related Parties and for the distinction between Transactions of Greater Importance, Transactions of Lesser Importance, Ordinary or Small Transactions, indicating also the criteria and the procedures for the corresponding procedural regulations.

The Procedure includes provisions for the *ex-ante* identification of Related Parties, requiring the Company to create and regularly update a Related Party Database. Lastly, the Procedure includes provisions on public disclosure obligations for the Transactions with Related Parties that have been carried out and/or will be carried out.

The Procedure can be found on the website of the Company (<http://corporate.technogym.com/>).

12. APPOINTMENT OF BOARD OF STATUTORY AUDITORS

Pursuant to Art. 27 of the Articles of Association of the Company, the Board of Statutory Auditors consists of 3 Standing Auditors and 2 Alternate Auditors. The members of the Board of Statutory Auditors are in office for three years. Their term in office expires at the time of the Shareholders’ Meeting called for the approval of the financial statements related to their third year of office. They may be re-elected.

The members of the Board of Statutory Auditors must meet the requirements of honourableness, professionalism, independence and must respect the limit to the accumulation of positions set by the legal and regulatory provisions in force at the time. For the purposes of Art. 1, Par. 2, b) and c), of the Decree of the Ministry of Justice No. 162, 30 March 2000, as amended and integrated, the topics considered strictly relevant to the area of activity of the Company include commercial law, corporate law, tax law, business economics, corporate finance, subjects with similar or comparable object as well as the topics and sectors relevant to the sector of the Company.

Until the shares of the Company are listed in a regulated market in Italy or in another member state of the European Union, the Board of Statutory Auditors is elected by the ordinary Shareholders' Meeting on the basis of lists presented by the shareholders as specified below.

The lists may be presented by the shareholders who, alone or with others, at the time of the presentation of the list, hold a percentage equity investment at least equal to that specified for the Board of Directors. Each shareholder, the shareholders participating in a Shareholders' agreement as set forth in Art. 122 of the Consolidated Finance Law, the controlling party, the Subsidiaries and those subject to common control and other parties among which there is an affiliation, even indirect, pursuant to the legal and regulatory provisions in force at the time, cannot present or take part in the presentation, not even through a third party or trust company, of more than one list nor may vote for different lists.

The lists are divided into two sections: one for candidates to the office of Standing Auditor, the other for candidates to the office of Alternate Auditor. The first candidates of each section must be listed in the register of Independent Auditors and have carried out auditing activities for no less than 3 (three) years. The other candidates, if they do not meet this requirement, must meet the other professionalism requirements specified by the legal and regulatory provisions in force at the time.

For the period of application of the legal and regulatory provisions in force at the time on gender balance, any list presenting no less than 3 candidates (considering both sections) must also include candidates of both genders, so that at least one-third (rounded up) of the candidates to the office of Standing Auditor and at least one candidate to the office of Alternate Auditor (if the list also includes candidates to the office of Alternate Auditor) belong to the less represented gender.

The lists must be accompanied by the following:

- (a) information on the identity of the shareholders who have presented the lists, with the specification of the percentage equity investment held in total, being understood that the evidence of the ownership of this equity investment may be presented even after the deposit of the lists provided this is done within the term set for the publication of the lists by the Company;
- (b) a statement of the shareholders other than those holding, alone or jointly, a controlling interest or a relative majority, stating the absence of relations of affiliation, even indirect, pursuant to the legal and regulatory provisions in force at the time, with the latter;
- (c) exhaustive information on the personal and professional characteristics of the candidates, with specification of the administration and control positions held in other companies, as well as a statement by the candidates that the requirements set by the legal and regulatory provisions in force at the time and by the Articles of Association, including those of honourableness and, if applicable, independence, are met, and that they accept the candidature and, if elected, the office;
- (d) any other additional or different statement, information and/or document required by the legal and regulatory provisions in force at the time.

If these obligations are not fulfilled, the list is deemed as not presented.

The election of the Board of Statutory Auditors takes place as follows:

- (a) 2 Standing Auditors and 1 Alternate Auditor are taken from the list that obtained the highest number of votes, in the progressive order with which they are listed in the corresponding sections of the list;
- (b) the remaining Standing Auditor and the remaining Alternate Auditor are taken, based on the progressive order with which they are listed in the corresponding sections of the list, from the list that obtained the second highest number of votes after the list under (a), votes given by

shareholders who are not related in any way, not even indirectly, pursuant to the legal and regulatory provisions in force at the time with the shareholders who have presented or voted the list that obtained the highest number of votes.

In case of parity between lists, priority is given to the list presented by the shareholders with the largest equity investment or, subordinately, by the largest number of shareholders.

The Articles of Association moreover regulates the following extreme case that could occur during the elections of the Board of Statutory Auditors.

If, at the end of the voting, the composition of the Board of Statutory Auditors does not comply with the legal and regulatory provisions on gender balance in force at the time, of the candidates to the office of Standing Auditor, the candidate of the most represented gender elected last in progressive order in the corresponding section of the list that obtained the highest number of votes shall be excluded and replaced by the first unelected candidate of the less represented gender of this section according to the progressive order. If, at the end of this replacement process, the composition of the Board of Statutory Auditors still does not comply with the legal and regulatory provisions on gender balance in force at the time, the replacement shall take place with resolution of the Shareholders' Meeting, taken by the relative majority of the votes there represented, after presentation of candidatures belonging to the less represented gender.

If the number of candidates elected on the basis of the lists presented is less than the number of the Auditors to be elected, the remaining Auditors are elected by the Shareholders' Meeting, taken by the relative majority of the votes there represented and in any case so as to ensure compliance with the legal and regulatory provisions in force at the time on gender balance. In case of parity of votes between different candidates, a second ballot between them shall take place at the Shareholders' Meeting, and the candidate obtaining most votes shall prevail.

If a single list is presented, the Shareholders' Meeting votes on this list and, if the relative majority of the votes there represented is obtained, all members of the Board of Statutory Auditors shall be taken from this list in compliance with the legal and regulatory provisions in force at the time, also in regard to gender balance.

If no list is presented or if a single list is presented and this does not obtain the relative majority of the votes represented in Shareholders' Meeting or if the entire Board of Statutory Auditors does not need re-appointing or if it is not possible for any reason to appoint the Board of Statutory Auditors with the procedures described above, the members of the Board of Statutory Auditors are appointed by the Shareholders' Meeting with the ordinary procedures and the relative majority of the votes there represented, without application of the list vote mechanism, and in any case in a way to ensure compliance with the legal and regulatory provisions in force at the time on gender balance and without prejudice to the provisions of Art. 30 below.

The Chairman of the Board of Statutory Auditors is identified in the person of the Standing Auditor elected by the minority, except the case in which a single list was voted or no list was presented; in these cases, the Chairman of the Board of Statutory Auditors is appointed by the Shareholders' Meeting that resolves with the relative majority of the votes there represented.

If during the year, a member of the Board of Statutory Auditors from the list that received most votes becomes unavailable, he/she is replaced, until the next Shareholders' Meeting, by the first Alternate Auditor taken from this list.

If the requirements made by legal and regulatory provisions are no longer met, the member of the Board of Statutory Auditors forfeits his/her office.

13. AUDITORS

The Board of Statutory Auditors of the Issuer in office at the Date of the Registration Document consisted of 3 Standing and 2 Alternate Auditors, appointed by the ordinary Shareholders' Meeting of the Issuer on 17 July 2014 for a period of three years, until the approval of the annual financial statements as at 31 December 2016. In particular, the Board of Statutory Auditors of the Issuer in office at the Date of the Registration Document consists of: (i) Filippo Cicognani (Chairman); (ii) Fabio Oneglia (Standing Auditor); (iii) Massimo Bellavigna (Standing Auditor); (iv) Andrea Alberico (Alternate Auditor); and (v) Eldo Menichella (Alternate Auditor).

In view of the listing of the shares on the Mercato Telematico Azionario, all members of the Board of Statutory Auditors of the Issuer have resigned, effective from and conditional to the Trading Start Date. Therefore, the ordinary Shareholders' Meeting of the Issuer on 16 March 2016 appointed, effective from the Trading Start Date until the approval of the financial statements as at 31 December 2018, a new Board of Statutory Auditors, consisting of 3 Standing Auditors (of which one from the less represented gender) and 2 Alternate Auditors (of which one from the less represented gender).

On 6 April 2016, one of the Standing Auditors appointed effective from the Trading Start Date informed the Company of being unable to accept the mandate. Therefore, the ordinary Shareholders' Meeting on 11 April 2016 appointed, effective from the Trading Start Date, Gianluigi Rossi (previously appointed to the office of Alternate Auditor) as new Standing Auditor and Roberto Moro as new Alternate Auditor. Therefore, the list vote mechanism (described in the Chapter 12 of this Report) will find application at the time of the renewal of the Board of Statutory Auditors that will take place at the Shareholders' Meeting called to approve the financial statements for the year ending 31 December 2018.

At the date of this Report, the Board of Statutory Auditors of the Issuer consists of Claudia Costanza, Chairman of the Board of Statutory Auditors, Ciro Piero Cornelli, Standing Auditor and Gianluigi Rossi, Standing Auditor. Luca Acquadro and Roberto Moro are the Alternate Auditors.

The current composition of the Board of Statutory Auditors is in compliance with the provisions aimed at guaranteeing compliance with the current provisions on gender balance in the Articles of Association.

The ordinary Shareholders' Meeting on 16 March 2016 set the annual remuneration of the Board of Statutory Auditors appointed on the same day effective from and conditional to the Trading Start Date to €30,000 gross per year for the Chairman and €20,000 gross per year for each of the Standing Auditors, for the entire period of duration of the office, to be paid in proportion to the actual period in office.

We provide below some information on the members of the Board of Statutory Auditors.

Claudia Costanza

In 1992, she graduated in Economics and Business from the Bocconi University in Milan, where she also obtained a Master Degree in Tax Law. Since 1994 she has been a member of the Milan Chartered Accountants Association, as well as of the Auditors Association, according to the Italian Ministry Decree of 13 June 1995, published in the Official Journal n. 97-*bis* - 4th special series - of 19 December 1995. After working as an independent Chartered Accountant between 1992 and 2003, from 1 January 2004 she has been a partner of Studio Associato CLM Associati - Tax and Corporate Counsels, assisting corporations in the areas of corporate and tax law. She is a member of various boards of Directors and boards of statutory auditors of listed and unlisted Italian companies. She also acts as a liquidator and receiver, appointed by the Law Court of Milan.

Ciro Piero Cornelli

Graduated in Business Administration at the Bocconi University in Milan in 1985. He has been a member of the Milan Chartered Accountants Association since 1986 and is a statutory auditor, member n. 16038 of the Board of Statutory Auditors, according to the provisions of the Italian Ministry Decree of 12 April 1995, O.J. no. 31-*bis* of 21 April 1995, 4th special series. From November 1985 to November 2004 he practised as a Chartered Accountant with the Valenti Tax Law firm, with registered office in Milan. Subsequently, from December 2004 to December 2005, he was a founding member of the Tax and Law firm L.C.M. - Lega Colucci Morri e Associati, with registered office in Milan. From January 2006 until December 2015 he was a member of the Tax and Law firm Morri Cornelli e Associati (formerly known as Studio Morri & Associati), again with offices in Milan. From January 2016, he has been a founding member of the Tax and Law Firm Cornelli, Gabelli e Associati, with registered office in Milan. In over 30 years of professional experience he has gained a vast, in-depth knowledge of the following areas: (a) business, contract and tax consulting services for industrial, trading, financial and real estate companies; (b) tax litigation; (c) merger and acquisition negotiations, both in Italy and abroad; (d) extraordinary operations of corporate reorganisation (mergers, spin-offs and contributions), as well as financing transactions and financing rearrangement/funding restructuring.

Gianluigi Rossi

He graduated in Business Administration from the Bocconi University in Milan in 1989. Since 1989 he has worked as a business consultant for the Rossi & Associati firm, with registered office in Milan and secondary offices and branch offices in New York (USA), Los Angeles (USA), Beijing (China), Rome, Warsaw (Poland) and Prague (Czech Republic). He has been a member of the Chartered Accountants Association since 1992, and a member of the Auditors Association since its creation, of the Associations of Receivers, Court Appointed Consultants and Expert Witnesses of the Law Court of Como since 1993, and has been listed among the Assets and Property Forfeiture Officers of the Court of Como since 2005. He has gained considerable experience in business consulting for national and international corporate clients in the organisational, financial, contractual and tax fields. He has acquired professional experience working with Progg & Partners S.r.l. (1991 to 1998), becoming their Managing Director in 1994. On several occasions, he filled the position of receiver, liquidator and insolvency official for the Law Courts of Como and Milan. From 2000 to 2006 he gained professional experience at ISPRO (Italian Institute of Studies and Research on Civil Protection and Civil Defence), as the Permanent Secretary and Treasurer of the Board of Directors. Since 2012, he has been a Director of the Milan Rotary Club and Chairman of the Commission for External Relations and Events, as well as Chairman and Area Leader of the Bocconi Alumni Association of Como since 2010. He is also a publicist and a contributor of economic and social features to local periodicals; he is a lecturer and convention speaker in the field of administration and management control.

Laura Acquadro

Graduated in Economics from the Bocconi University in 1991 and in Law from the Statale University of Milan in 1997. She is member n. 2530 of the Professional Association of Chartered Accountants and Accounting Experts of Milan. She is also a member of the Auditors Association according to the O.J. provision no. 87 of 2 November 1990, as well as member n. 9680 of the Expert Consultants Association of the Court of Milan. She is a partner of Studio Acquadro e Associati of Milan, where she deals with corporate and tax matters, and in particular, with national and international corporate and tax issues, in addition to providing assistance and consulting with regard to extraordinary company operations and business assessments. She also acquired specific expertise in the real estate sector.

Roberto Moro

He graduated in Economics and Business from the Cattolica University in 1979. He is member of the Professional Association of Chartered Accountants and Accounting Experts of Milan since 1982 and a member of the Auditors Association from 1987. He practised as a Chartered Accountant in the capacity of sole practitioner, as well as member of the Expert Consultants Association of the Court of Milan. Between 1982 and 1983 he was Accounting Professor at the Istituto Pitagora of Milan. From

1986 to 1998 he was in charge of the Tax Affairs Department of the SNIA BPD Group (Fiat Group). From 1998 to 2001, he was the Head of the Tax Affairs Department of the Pirelli Group, then from 2001 to 2014 held this position for the Telecom Italia Group. From 2014, he is the Head of the Tax Affairs and Associated Company Management of the Telecom Italia Group. Author of several specialist publication, he is member of different industry advisory committees, as well as Chairman of the Association Corporate Tax Advisers.

Pursuant to the recommendations of the Corporate Governance Code, the Board of Statutory Auditors, in compliance with the legal and regulatory provisions in force at the time, oversees the process of financial disclosure, the effectiveness of the Internal Control and Risk Management System, the audit of the separate and consolidated financial statements and the independence of the auditing company, in particular with regard to the provision of non-auditing services. Within their activities, the Auditors may ask the Internal Audit to perform assessments on specific operational areas or corporate transactions.

In 2016, the Board of Statutory Auditors, in the performance of its activity, has liaised with the Internal Audit function and with the Control and Risk Committee and participated in discussions on issues of specific interest. The Internal Audit function has taken an active part in the assessments carried out by the members of the Board of Statutory Auditors.

All Auditors must meet the requirements of eligibility, honourableness and professionalism specified by the legal and applicable regulatory provisions in force at the time. In addition, in application of the recommendations of Application Criterion 8.C.1 of the Corporate Governance Code, the aforementioned Art. 27 of the Articles of Association provides for all Auditors to meet the independence requirements specified by the Corporate Governance Code.

In compliance with Art. 144-*novies* of the Issuers' Regulations and the aforementioned Application Criterion, the Board of Directors and the Board of Statutory Auditors assess that the members of the Board of Statutory Auditors meet the requirements indicated above:

- (i) after the appointment, making the results of this assessment public in a press release;
- (ii) annually, including these results in the report on corporate governance.

At the Trading Start Date, the Board of Directors has verified that all members of the Board of Statutory Auditors then in office met the requirements of professionalism and honourableness set by Art. 148 of the Consolidated Finance Law and by the Regulations adopted with Decree of the Ministry of Justice No. 162/2000 and complied with the limits to the accumulation of positions specified in Art. 144-*terdecies* of the Issuers' Regulations.

Following the appointment of the Auditors in office at the date of this Report (as said before, at the Shareholders' Meeting on 16 March 2016), the Board of Directors verified the compliance with said requirements and restrictions and the Auditors themselves verified that the independence requirements pursuant to the law and the Corporate Governance Code had been met.

The Board of Statutory Auditors verifies the correct application of the criteria and the procedures of verification adopted by the Board to assess the independence of its members. The results of these assessments are disclosed to the market.

The eleven meetings held by the Board of Statutory Auditors in 2016 had an average length of approximately four hours. Six meetings have been scheduled for the current year, two of which have already been held.

14. RELATIONS WITH SHAREHOLDERS

Technogym has created on its website (<http://corporate.technogym.com/>) two special sections, respectively, “Corporate Governance” and “Investor Relations”, easy to find and to access, which provide the information on the Issuer of interest to its shareholders (who are able to exercise their rights in an informed manner on the basis of this information), notably, the documents and information pertaining to the Shareholders’ Meetings. The economic and financial documents for the period, the presentations used for the meetings with members of the financial community and the press releases to the market are published in the same way, among other things.

Also, pursuant to Application Criterion 9.C.1 of the Corporate Governance Code, relations with the shareholders are handled by the Investor Relations function established by the Board of Directors. The Board of Directors has appointed as Investor Relator of the Company, Mr Carlo Capelli, who has taken the office from the Trading Start Date.

The Investor Relations function, reporting to the Managing Director, coordinates and manages the communication of the Company to the financial markets and is addressed to institutional investors, analysts and retail investors.

15. SHAREHOLDERS’ MEETINGS

The Shareholders’ Meeting is called whenever the Board of Directors believes it is appropriate or when the call is required by law. The ordinary Shareholders’ Meeting is called at least once a year within 120 days from the closing of the financial year. It may be called within 180 days from the closing of the financial year, if the Company must draft the consolidated financial statements, or when the longer term is necessary for special reasons related to the structure and the object of the Company; in the latter cases, the Directors must indicate the reasons for the postponement in the report prepared pursuant to Art. 2428 of the Civil Code.

The Shareholders’ Meeting may be called also outside the municipality in which the registered office is located, both in Italy and in other European Union countries. The call notice must indicate the date, time and place of the Shareholders’ Meeting, the list of the topics to be discussed and any other information which must be provided in the call notice pursuant to the legal and regulatory provisions in force at the time. The call takes place through a notice published on the website of the Company, as well as with the other procedures specified by CONSOB, in the terms of law. If required by law or by the Board of Directors, the notice is also published, also in abstract form if allowed, on the daily *Il Sole 24Ore*.

The Shareholders’ Meeting is chaired by the Chairman of the Board of Directors or, in the case of absence or impediment of this, by the Deputy Chairman of the Board of Directors (if appointed). If the latter is also absent or impeded, the Shareholders’ Meeting is chaired by the person chosen by the Shareholders’ Meeting itself with an absolute majority of the votes there represented. The Shareholders’ Meeting appoints a Secretary, who may or may not be a shareholder, with an absolute majority of the votes there represented. The Chairman may choose 2 or more vote counters, who may or may not be shareholders, if he/she believes it to be appropriate. The assistance of the Secretary is not required if the minutes are drafted by a Notary Public chosen by the Chairman of the Shareholders’ Meeting. The resolutions of the Shareholders’ Meeting are reported in the minutes signed by its Chairman and by the Secretary, if appointed by the Shareholders’ Meeting. If required by law or if the Chairman of the Shareholders’ Meeting believes it to be appropriate, the minutes are drafted by a Notary Public chosen by the Chairman.

The Shareholders’ Meeting may be attended by those entitled to vote, provided their entitlement is proved with the procedures and in the terms set by the legal and regulatory provisions in force at the time. Shareholders may ask to be represented at the Shareholders’ Meeting, issuing special proxies, in the limits and procedures of law, which are notified to the Company by sending this at the address of

certified email specified, for each Shareholders' Meeting, in the call notice or, alternatively, through any other method of electronic notification indicated in the call notice.

As above described, pursuant to Art. 7 of the Articles of Association, each shareholder may obtain the special voting rights. The Board of Directors has therefore established the special list for the entitlement to the benefit of special voting rights and has appointed the person in charge of the management of the special list defining the keeping criteria in a special regulation published on the website <http://corporate.technogym.com/it/governance/vote-maggiorato>.

The same section contains the list of the shareholders relevant in the special list for the entitlement to the special voting rights of Technogym pursuant to Art. 143-*quarter*, Par. 5, of the Issuers' Regulations.

The Chairman of the Shareholders' Meeting shall verify the regularity of the individual proxies and, in general, the right to intervene in the Shareholders' Meeting. Unless otherwise resolved by the Board of Directors for a specific Shareholders' Meeting, explicitly indicated in the call notice, the Company does not appoint a party to which the shareholders may grant, for each Shareholders' Meeting, a proxy with voting instructions on all or some of the proposals on the agenda.

Ordinary and extraordinary Shareholders' Meetings take place in single call, except for what is specified by the next paragraph. At the Shareholders' Meetings in single call, the majorities required by the law in force at the time will apply, both for the regular establishment of the Shareholders' Meetings and the validity of the resolutions to be taken.

The Board of Directors may decide to hold a Shareholders' Meeting (either ordinary or extraordinary) after multiple calls, if it believes this to be appropriate, expressly mentioning it in the call notice. The resolutions in first, second or third call are taken with the majorities required by the law in force at the time, both for the regular establishment of the Shareholders' Meetings and the validity of the resolutions to be taken.

For a description of the topics reserved to the exclusive authority of the Board of Directors, we refer to Par. 4.3 of this Report.

In compliance with Application Criterion 9.C.2 of the Corporate Governance Code, all Directors take part in the Shareholders' Meeting. On these occasions, the Board of Directors reports on the activity carried out and scheduled and provides shareholders with appropriate information on the topics necessary so that they may take the decisions within the competence of the Shareholders' Meeting in an informed manner.

The Articles of Association do not specify qualified quorums and therefore the legal provisions for the validity of the establishment of the Shareholders' Meeting and for the resolutions by this taken shall apply. The issuance of shares with special voting rights pursuant to Art. 127-*quinquies* of the Consolidated Finance Law is not allowed.

In compliance with the provisions of Art. 15 of the Articles of Association, the Shareholders' Meeting of Technogym on 16 February 2016 approved the Shareholders' Meeting Regulations, which regulate the performance of the ordinary and extraordinary Shareholders' Meetings of Technogym and can be found by shareholders and other entitled parties at the registered office of the Company and at the locations where the Shareholders' Meetings take place. The Regulations are also available on the website of the Company (<http://corporate.technogym.com/it/governance/regolamenti-e-procedure>).

Also for the purposes of Application Criterion 9.C.3. of the Corporate Governance Code, the Regulations of the Shareholders' Meetings provide for the Chairman to regulate the discussion giving the floor to all those who take part in the Shareholders' Meeting being entitled to vote and who have asked to take the floor. The Chairman must intervene to avoid abuses or disturbances to the correct, regular and orderly performance of the Shareholders' Meeting. During the discussion, all those entitled

to vote may take the floor only once, making comments and requesting information. Those entitled to vote may also make proposals on the items on the agenda. Those who wish to take the floor must make a request to the Chairman or, if instructed to do so by this, to the Secretary, the Notary Public or the Chairman's office. To guarantee the correct, regular and orderly performance of the activity of the Shareholders' Meeting, the Chairman may set, at the opening or in the course of the discussion on individual topics, a term for the presentation of the requests to intervene. These in any case cannot be made before the topic on the agenda to which the requests refer is read out and after the discussion on this topic has been declared closed. The Chairman usually gives the floor to requesting shareholders according to the chronological order of the requests presented. If two or more requests are made at the same time, the Chairman usually gives the floor according to the alphabetic order of the last name of the requesting shareholders. The Chairman may also authorise the presentation of request for intervention by show of hands. In this case, the Chairman usually gives the floor according to the alphabetic order of the last name of the requesting shareholders. The members of the Board of Directors and the Board of Statutory Auditors may also ask to take part in the discussion.

In 2016, there were 6 Shareholders' Meetings, all before the listing, on 16 February 2016 (ordinary and extraordinary), 16 March 2016, 24 March 2016, 30 March 2016 and 11 April 2016, attended by approximately 100% of share capital.

These Shareholders' Meetings were attended by some members of the Board of Directors and by the Standing Auditors in office at the time. During the Shareholders' Meetings, the Board of Directors, through the Chairman of the Board of Directors and the Managing Director, reported on its activity, carried out and scheduled, providing shareholders with the information needed to take the decisions within the competence of the Shareholders' Meeting in an informed manner, making available all prepared documents concerning the individual items on the agenda, also before the Shareholders' Meeting, in the terms and the forms required by law and by the Articles of Association.

In the year ended 31 December 2016, there were significant changes in the market capitalization of the shares of the Issuer or in the composition of its shareholding structure.

16. OTHER CORPORATE GOVERNANCE PRACTICES

The Company does not apply other corporate governance practices, besides its legal and regulatory obligations, in addition to those already indicated in the previous paragraphs of this Report.

In particular, we refer to Par. 10.3 of this Report, for the model adopted by the Company pursuant to Legislative Decree 231/2001.

17. CHANGES AFTER THE END OF THE REFERENCE YEAR

There were no changes in the Corporate Governance structure since the end of the year, with the exception of what may have been already specified in previous sections.

* * *

TABLES

TABLE 1
RELEVANT SHARE CAPITAL HOLDINGS

Date of reference: 21 April 2017

Declaring party	Direct shareholder	% share of ordinary capital	% share of voting capital
Nerio Alessandri	Wellness Holding S.r.l.	60%	75%

TABLE 2
BOARD OF DIRECTORS AND COMMITTEE STRUCTURE

Board of Directors													Control and Risk Committee		Nomination and Remun. Committee	
Office	Members	DoB	Date of first appointment *	In office from	In office until	List **	Exec.	Non-exec.	Indep. Code	Indep. Consolidated Finance Law	No. other positions ***	BoD (*)	(*)	(**)	(*)	(**)
Chairman ◊	Nerio Alessandri	1961	31.12.2008	16.07.2015	Approval financial statements as at 31.12.2017	N/A	X				9	10/10				
Deputy Chairman	Pierluigi Alessandri	1965	31.12.2008	16.07.2015	Approval financial statements as at 31.12.2017	N/A	X				13	9/10				
Director	Erica Alessandri	1990	16.03.2016	16.03.2016	Approval financial statements as at 31.12.2017	N/A		X			1	3/7				
Director	Francesca Bellettini	1970	16.03.2016	03.05.2016	Approval financial statements as at 31.12.2017	N/A		X	X	X	25	1/3	1/4	M		
Director	Carlo Capelli	1962	18.09.2008	16.07.2015	Approval financial	N/A	X				7	10/10				

					statements as at 31.12.2017											
Director	Maurizio Cereda	1964	16.03.2016	16.03.2016	Approval financial statements as at 31.12.2017	N/A		X			8	7/7				
Director	Vincenzo Giannelli	1964	16.03.2016	03.05.2016	Approval financial statements as at 31.12.2017	N/A		X	X	X	2	3/3	4/4	M	1/1	P
Director ○	Maria Cecilia La Manna	1963	16.03.2016	03.05.2016	Approval financial statements as at 31.12.2017	N/A		X	X	X	10	3/3	4/4	P	1/1	M
Director	Riccardo Pinza	1969	16.07.2015	11.04.2016	Approval financial statements as at 31.12.2017	N/A		X			8	7/7			1/1	M
----- DIRECTORS LEAVING DURING REFERENCE YEAR -----																
Director	Yuri Zugolaro	1967	16.07.2015]	16.07.2015	07.03.2016	-	X	-	-		-	2/3	-	-	-	-
Director	Massimo Cremona	1959	16.07.2015	16.07.2015	05.04.2016	-	X	-	-		-	5/6	-	-	-	-
Director	Francisco Javier Abad	1962	16.07.2015	16.07.2015	03.05.2016	-	X	-	-		-	7/7	-	-	-	-
Director	George Buckley	1947	16.07.2015	16.07.2015	03.05.2016	-	X	-	-		-	3/7	-	-	-	-

Director	Knut Fredrik Arp	1953	16.07.2015	16.07.2015	03.05.2016	-	X	-	-	-	-	6/7	-	-	-	-
No. meetings carried out during the reference year: 10						Control and Risk Committee: 4			Nomination and Remuneration Committee: 1				Executive Committee: N/A			
Indicate the quorum required for the presentation of the lists by the minorities for the election of one or more members (pursuant to Art. 147-ter Consolidated Finance Law): 2,5% set by CONSOB resolution No. 19856																

NOTE

- This symbol denotes the Director in charge of the Internal Control and Risk Management System.
- ◊ This symbol denotes the main parties in charge of the management of the Issuer (Chief Executive Officer or CEO).
- This symbol denotes the Lead Independent Director (LID).
- * The date of first appointment of each Director is the date in which the Director was appointed for the first time ever in the Board of Directors of the Issuer.
- ** This column shows the list from which each Director was taken (“M”: majority list; “m”: minority list; “BoD”: list presented by the Board of Directors).
- *** This column shows the number of director or statutory auditor positions held by the person in question in other companies listed in regulated markets, in Italy and abroad, in financial, banking, insurance, or large companies. In the Report on the corporate governance, the positions are indicated in full.
- (*). This column shows the attendance by the Directors of the meetings, of the Board of Directors and the Committee respectively (indicate the number of meetings attended with respect to the total number of meetings which could have been attended; e.g. 6/8; 8/8 etc.).
- (**). This column shows the qualification of the Director within the Committee: “P”: Chairman; “M”: member.

**TABLE 3
BOARD OF STATUTORY AUDITORS STRUCTURE**

Board of Statutory Auditors									
<i>Office</i>	Members	DoB	Date of first appointment *	In office from	In office until	List **	Indep. Code	Attendance of Board meetings ***	No. positions other ****
Chairman	Claudia Costanza	1967	16.03.2016	03.05.2016	Approval financial statements as at 31.12.2018	N/A	X	100%	13
Standing Auditor	Ciro Piero Cornelli	1959	16.03.2016	03.05.2016	Approval financial statements as at 31.12.2018	N/A	X	100%	16
Standing Auditor	Gianluigi Rossi	1966	11.04.2016	03.05.2016	Approval financial statements as at 31.12.2018	N/A	X	100%	10
Alternate Auditor	Laura Acquadro	1967	16.03.2016	03.05.2016	Approval financial statements as at 31.12.2018	N/A	X	100%	26
Alternate Auditor	Roberto Moro	1955	16.03.2016	03.05.2016	Approval financial statements as at 31.12.2018	N/A	X	100%	7
-----AUDITORS LEAVING DURING THE REFERENCE YEAR -----									

Chairman	Filippo Cicognani	1964	17.07.2014	17.07.2014	03.05.2016	-	X	100%	-
Standing Auditors	Fabio Oneglia	1968	17.07.2014	17.07.2014	03.05.2016	-	X	83%	-
Standing Auditors	Massimo Bellavigna	1964	17.07.2014	17.07.2014	03.05.2016	-	X	100%	-
Alternate Auditor	Andrea Alberico	1972	17.07.2014	17.07.2014	03.05.2016	-	X	0%	-
Alternate Auditor	Eldo Menichella	1950	17.07.2014	17.07.2014	03.05.2016	-	X	0%	-

Number meetings carried out during the reference year: 11

Indicate the quorum required for the presentation of lists by minorities for the election of one or more members (pursuant to Art. 148 Consolidated Finance Law): 2.5% set by CONSOB resolution No. 19856

NOTE

* The date of first appointment of each Statutory Auditor is the date in which the Statutory Auditor was appointed for the first time ever in the Board of Statutory Auditors of the Issuer.

** This column shows the list from which each Statutory Auditor was taken (“M”: list of majority; “m”: list of minority).

*** This column shows the attendance by the Auditors of the meetings of the Board of Statutory Auditors (indicate the number of meetings attended with respect to the total number of meetings that could have been attended; e.g. 6/8; 8/8 etc.).

****This column shows the number of Director or statutory auditor positions held by the person in question pursuant to Art. 148-*bis* Consolidated Finance Law and the corresponding implementing provisions in CONSOB Issuers’ Regulations. The complete list of the positions is published by CONSOB on its website, pursuant to Art. 144-*quinqüesdecies* of CONSOB Issuers’ Regulations.

List of Directors' offices

We provide below the list of the offices held by the Directors in other companies at the date of this Report, according to the guidelines adopted by the Board of Directors of Technogym specified in Par. 4.2 of this Report.

Director	Office	Company
Nerio Alessandri	Sole Director	Oiren S.r.l.
	Shareholder Director	Aedes 1770 S.S.
	Sole Director	Nextrend S.r.l.
	Chairman of the Board of Directors	Wellness Holding S.r.l.
	Chairman of the Board of Directors	Axon S.r.l.
	Sole Director	Duke Investment S.r.l.
	Director	Enervit S.p.A.
	Director	Moncler S.p.A.
	Chairman of the Board of Directors	Wellness Foundation
Pierluigi Alessandri	Sole Director	Mak S.r.l.
	Director	Core Athletic S.r.l.

	Sole Director	Apil S.r.l.
	Sole Director	TGB S.r.l.
	Sole Director	La Mariana S.r.l.
	Sole Director	Polo Tecnologico S.r.l.
	Director	I Lupi S.S.
	Sole Director	Cortina Mare S.r.l.
	Deputy Chairman	Wellness Holding S.r.l.
	Director	Starpool S.r.l.
	Sole Director	Via Durini 1 S.r.l.
	Sole Director	Count Investment S.r.l.
	Director	Wellness Foundation
Erica Alessandri	Director	Enervit S.p.A.
Francesca Bellettini	Chairman	Yves Saint Laurent SAS
	Chairman	Yves Saint Laurent Boutique France SAS
	Legal representative of the Chairman	Yves Saint Laurent Ventes Privées France
	Chairman	Yves Saint Laurent Parfums
	Director	Yves Saint Laurent UK Ltd.
	Chairman	Yves Saint Laurent Spain SA

Director	Yves Saint Laurent Germany Gmbh
Director	Yves Saint Laurent Austria Gmbh
Chairman	Yves Saint Laurent of Monaco
Chairman	Yves Saint Laurent Development S.r.l.
Chairman	Yves Saint Laurent Logistica S.r.l.
Chairman	SL Luxury Retail S.r.l.
Chairman	Yves Saint Laurent America Holding
Director	Yves Saint Laurent America Inc
Director	Saint Laurent Canada Boutiques Inc
Director	Saint Laurent Mexico S. de R.L. de C.V.
Director	Saint Laurent Servicio S. de R.L. de C.V.
Director	Yves Saint Laurent Korea Ltd.
Director	Saint Laurent (Singapore) Pte Limited
Director	Saint Laurent Macau Limited
Director	Yves Saint Laurent (Hong Kong) Ltd.
Director	Yves Saint Laurent (Shanghai) trading limited
Director	Saint Laurent (Thailand) CO. LTD
Director	Saint Laurent (Malaysia) SDN. BHD

	Director	Saint Laurent Australia PTY LTD
Carlo Capelli	Director	Wellness Holding S.r.l.
	Sole Director	TMC S.r.l.
	Director	Wellness Foundation
	Director	SIR S.r.l.
	Director	Enervit S.p.A.
	Director	Axon Finance S.r.l.
	Director	LQH SA
Maurizio Cereda	Director	Enervit S.p.A.
	Director	Sisal S.p.A.
	Director	Sisal Group S.p.A.
	Director	Save S.p.A.
	Director	Foundation IEO
	Director	FIEE SGR S.p.A.
	Director	Prada S.p.A.
	Director	Workinvoice S.r.l.
Vincenzo Giannelli	Chairman of the Board of Directors and Managing Director	Iveco Defence Vehicles S.p.A.

	Deputy Chairman of the Board of Directors	Consorzio Iveco – Oto Melara
Maria Cecilia La Manna	Chairman of the Board of Directors and Managing Director	Titan ITM Holding S.p.A.
	Chairman of the Board of Directors and Managing Director	Italtractor ITM S.p.A.
	Chairman of the Board of Directors and Managing Director	Titan Italia S.p.A.
	Director	Titan Europe Ltd.
	Director	Titan Intertractor GmbH
	Director	Titan Asia AS.
	Supervisory Director	Titan France SAS
	Deputy Chairman	Intertractor American Corp.
	Director	Aros del Pacifico S.A.
	Director	ITM Latin America Ltda.
Riccardo Pinza	Director	Trevi Holding SE
	Director	Alimentari Amadori S.p.A.
	Director	Agricola Amadori S.p.A.
	Director	Gesco Soc. Coop.
	Statutory Auditor	SO.FI.MA S.p.A.

Statutory Auditor

GIMA TT

Statutory Auditor

IMA S.p.A.

Statutory Auditor

Corazza S.p.A.
