



FOR THE PROCESSING AND DISSEMINATION OF INSIDE INFORMATION

ILPRA S.p.A.

1. PREMISE

Pursuant to Article 31 of the AIM Italia Issuers' Regulation – Alternative Capital Market (the "AIM Italia Issuers' Regulation") and Regulation 596/2014/EU of the European Parliament and of the Council ("MAR") and the related Commission Implementing Regulation 1055/2016 of 29 June 2016, the Board of Directors of Ilpra S.p.A., in its meeting of 25 January 2019, approved these regulations for the management of inside information. These Regulations enter into force from the date of submission of the application for admission of the Shares issued by the Company to trading on AIM Italia – Alternative Capital Market, a multilateral trading facility organised and managed by Borsa Italiana S.p.A.

These regulations (the "**Regulations**") govern the internal management and external communication of information on events that occur in the sphere of activity of ILPRA S.p.A. ("**ILPRA**" or the "**Company**"). In particular, these Regulations govern:

- a) the processing and circulation of Relevant Information and Inside Information (as defined below);
- b) the disclosure of Inside Information to the market and third parties;
- c) the establishment and maintenance of registers of persons who have access to Relevant Information and Inside Information.

For matters not explicitly provided for in these Regulations, reference is expressly made to the provisions on the dissemination of inside information, *price sensitive* information and other corporate information provided for by the AIM Italia Issuers' Regulation, the Regulation and the applicable laws and regulations.

It should be noted that the provisions of the MAR are directly applicable in the Italian legal system and do not require implementing measures, except for the provisions relating to the sanctioning system.

2. DEFINITIONS

For the purposes of these Regulations, the following definitions shall apply:

"**AIM Italia**" means the AIM Italia/Alternative Capital Market, a multilateral trading facility, organised and managed by Borsa Italiana S.p.A..

"**Chief Executive Officer**" means the Chief Executive Officer(s) of the Company *pro tempore*.

"**Communication 0061330**" means CONSOB Communication no. 0061330 of 1 July 2016, relating to the methods of communication to CONSOB of the information required by the MAR.



"**Subsidiaries**": the companies that may be considered as such pursuant to art. 2359 of the Civil Code¹.

"**Legislative Decree 231/2001**": Legislative Decree no. 231, as subsequently amended.

"**FGIP**": the Inside Information Management Function responsible for the management and application of these procedures. On the date of approval of these Regulations, the FGIP is the Chief Executive Officer.

"**FOCIP**": the Organisational Functions Responsible for Inside Information involved in various capacities in the generation and dynamic management of Information flows.

"**Inside Information**": any information having the characteristics referred to in Paragraph 3 below. Inside Information, in accordance with the provisions of law and regulations, is subject to a general obligation to disclose to the public as soon as possible, in accordance with the provisions of this Procedure.

"**Material Information**": any information that may become Inside Information relating to data, events, projects or circumstances that on a continuous, repetitive, periodic, occasional, occasional or unforeseen basis, directly concern the Company or one of its Subsidiaries and that may, at a second, even near, take on a privileged nature, as qualified in Paragraph 3 below.

"**Information**": cumulatively, Inside Information and Material Information.

"**Info Room**": Information Management Committee composed of the Chief Executive Officer, the Director of Administration and Finance;

"**MAR**" means Regulation (EU) No 596/2014 on market abuse.

"**NOMAD**" means the Nominated Adviser appointed by the Company from time to time to carry out such activity in accordance with applicable laws and regulations.

"**Chairman**" means the Chairman of the Board of Directors of the Company *pro tempore*.

"**Regulation 347**" means Implementing Regulation (EU) 2016/347 of 10 March 2016.

"**Regulation 959**" means Implementing Regulation (EU) 2016/959 of 17 May 2016.

"**Regulation 960**" means Delegated Regulation (EU) 2016/960 of 17 May 2016.

"**Regulation 1055**" means Implementing Regulation (EU) 2016/1055 of 29 June 2016.

"**Issuers' Regulation**" means the CONSOB Regulation adopted by resolution no. 11971 of 1999 and

¹ **Art. 2359. Subsidiaries and associated companies.**

The following are considered subsidiaries:

- 1) companies in which another company has the majority of the votes exercisable at the ordinary shareholders' meeting;
- 2) companies in which another company has sufficient votes to exercise a dominant influence at the ordinary shareholders' meeting;
- 3) companies that are under the dominant influence of another company by virtue of particular contractual ties with it.

For the purposes of applying numbers 1) and 2) of the first paragraph, the votes due to subsidiaries, trust companies and an intermediary shall also be taken into account; votes due on behalf of third parties are not counted.

Companies over which another company exercises significant influence are considered to be associated. Influence is presumed when at least one-fifth of the votes can be exercised at the ordinary shareholders' meeting, or one-tenth if the company has shares listed on the stock exchange.



subsequent amendments.

"**AIM Italia Regulations**" means the rules of the AIM Italia Market (as defined *above*), as in force from time to time.

"**Insider Register**": the register of persons who have access to Inside Information, established pursuant to art. 18 of MAR.

"**RIL**": register of persons who have access to the Relevant Information.

"**Financial Instruments**" means the Company's financial instruments admitted to trading on the AIM Italia market.

"**Intermediate Stage**" means a phase of a process that takes place in several phases and which can constitute, like the whole process, a Privileged Information.

"**TUF**" means Legislative Decree no. 58 of 24 February 1998, as amended.

3. INSIDE INFORMATION

"**Inside information**" means any information of a precise nature that has not been made public and that directly concerns the Company, its Subsidiaries or one or more Financial Instruments which, if made public, could significantly affect the prices of such Financial Instruments.

Information shall be considered to be **of a precise nature** if it:

- a) refers to a series of circumstances that exist or that can reasonably be expected to occur or to an event that has occurred or can reasonably be expected to occur;
- b) if such information is sufficiently specific to allow conclusions to be drawn as to the possible effect of that set of circumstances or event on the prices of the Financial Instruments or related Derivative Financial Instruments. In that regard, in the case of a prolonged process that is intended to materialize, or that determines, a particular circumstance or event, that future circumstance or event, as well as the **Intermediate Stages** of that process that are linked to the materialization or determination of the future circumstance or event, may be considered as information of a precise nature.

An Intermediate Step in a prolonged process is considered inside information if it meets the criteria set out in the MAR regarding inside information (*precise character, lack of public disclosure and possibility of significantly influencing the prices of Financial Instruments*).

An Intermediate Stage in a prolonged process may consist of a series of circumstances or an event that exists or that, in a realistic perspective based on an overall assessment of the factors existing at the relevant time, will exist or occur. However, that concept should not be interpreted as meaning that the magnitude of the effect of that set of circumstances or event on the prices of the financial instruments in question must be taken into account. Information relating to an event or set of circumstances that constitute an intermediate stage in a prolonged process may concern, for example, the *status of contractual trades, provisionally agreed contractual conditions*, the possibility of placing Financial Instruments, the *conditions under which such Instruments are sold, provisional conditions for placement* of Financial Instruments, or the possibility of a Financial Instrument being *included in a main index* or the *deletion* of a Financial Instrument *from such an index*.

Information which, if disclosed to the public, is likely to have a **material effect on the prices** of Financial Instruments means information that a reasonable investor is likely to use as one of the factors on which to base his or her investment decisions.



In the assessment and internal management of Relevant Information and Inside Information and to identify when Inside Information can be considered as such, the Company will comply with the provisions of these Regulations, the MAR and its implementing regulations, the TUF, the AIM Italia Regulation and the Communications and Recommendations of ESMA and CONSOB (in particular, CONSOB's "Operating Guide - Management of Inside Information" available on the website www.consob.it) on the subject applicable from time to time (collectively, the "Guidelines").

4. RECIPIENTS

The following are required to keep the Relevant Information and Inside Information and related documents acquired in the performance of their duties confidential as well as to comply with the provisions of these Regulations:

- a) the members of the Company's administrative and control bodies;
- b) the members of the Company;
- c) the Company's managers and employees who perform management functions within the Group companies;
- d) persons who perform the functions referred to in letters a) and c) who precede in a company controlled directly or indirectly by the Company;
- e) all persons who, in the normal exercise of their occupation, profession or office, have access on a regular or occasional basis to Information relating to the Company,

(hereinafter, collectively, the "**Recipients**").

In the event that the Recipients referred to in letters (b) and (e) above or persons other than the Recipients should have access to Relevant or Privileged Information, the Company will enter into specific confidentiality agreements with such parties, substantially in the text set out in Annex A.

5. OBLIGATIONS AND PROHIBITIONS OF THE RECIPIENTS

Recipients who, in the normal exercise of their occupation, profession or office, are involved in the activities relating to the management and dissemination of Inside Information are required to comply with the provisions of the law and regulations on the subject and the rules set out in these Regulations.

In particular, the Recipients are **obliged**, within the scope of their competence, to:

- treat with the utmost confidentiality all Inside Information and Relevant Information of which they may become aware in the performance of their duties, in order both to protect the Company's interest in confidentiality of its business and to avoid market abuse, as well as to use Inside Information and Relevant Information only in relation to its work activity, profession or office;
- use the Information exclusively in the normal exercise of their occupation, profession or office and within the limits of what is strictly necessary for the normal exercise of such occupation, profession or office and, therefore, not use it, for any reason or cause, for personal purposes, or to the detriment of the Company or its Subsidiaries;
- ensure that the information is processed taking all appropriate precautions so that the circulation of the same takes place without prejudice to its confidential nature until it is communicated to the market or made known in accordance with the law or is otherwise in the public domain;



- allow the circulation of information only among those who actually need it for the normal exercise of their occupation, profession or office;
- in the event of receipt (by post, including electronic, or fax) of "confidential" or "confidential" documents, the recipient must personally or through an authorized person take care of the collection of the documents, which must not remain in view of third parties or left unattended by the interconnection tools;
- for the destruction of such documents, it is necessary to use secure collection containers or shredding equipment or in any case reduce them to such conditions that they are illegible;

In any case, it is **forbidden** to carry out/collaborate/cause the implementation of conduct that may fall within the types of crime considered for the purposes of Legislative Decree 231/2001, the TUF and the MAR and more specifically, by way of example and not exhaustively, to:

- carry out transactions of any kind concerning Financial Instruments or financial instruments, including derivatives, concerning the Company's Financial Instruments in relation to which Inside Information is held;
- use the Information, cancelling or modifying an order relating to Financial Instruments to which the Information relates, if such order was placed before the Recipient came into possession of such Information;
- communicate to third parties, internal or external to the Company, outside the normal exercise of work, profession, function or office (and in any case on the basis of the so-called *need to know principle*), Information before its dissemination to the public, in accordance with the applicable legal provisions;
- recommend or induce others, on the basis of the Inside Information in their possession, to carry out transactions in Financial Instruments, or in financial instruments, including derivatives, concerning the Company's Financial Instruments, to which the Inside Information refers;
- issue interviews, and disseminate press releases or documents at conferences or public events, without the authorization of the FGIP;
- leave paper documentation unattended during one's absence, even if temporary, especially during unattended hours or, in any case, at the end of working hours.

The Company shall communicate to the public without delay the Information that directly concerns the Company and its Subsidiaries, in accordance with the procedures set out in Article 7 and without prejudice to the provisions in relation to the possibility of delaying the public disclosure of the Information.

6. INFORMATION MANAGEMENT

6.1 MANAGEMENT OF THIS REGULATION

The management of these Regulations and the assessment of the relevance of information concerning the Company (or information concerning its Subsidiaries and which is precise and may significantly influence the prices of Financial Instruments) is the responsibility of the FGIP.

In particular, the FGIP:

- a) proposes updates to these Regulations;
- b) identifies the FOCIP and imparts to them provisions for the correct application of the same;



- c) provides for the mapping of Relevant Information;
- d) proposes updates to the criteria for identifying specific Relevant Information;
- e) identifies the specific Relevant Information;
- f) gives instructions for the correct management of the RIL;
- g) monitors the circulation of specific Relevant Information;
- h) identifies the moment in which the specific Material Information becomes Inside;
- i) gives instructions for the correct management of the Insider Register;
- j) decides on the timing of the publication of the Inside Information;
- k) monitors the existence of the conditions that allow the publication of inside information to be delayed;
- l) monitors the circulation of Inside Information;
- m) offers employees and, in particular, FOCIP technical support to facilitate the identification of the nature of the information they process and to clarify the critical issues related to the current situation.

The activities referred to in letters b), c), d), e), g), h), j), k) and l) are carried out in close collaboration with the Info Room.

6.2 Assessing the relevance of information

For the purpose of assessing and managing Relevant Information and Inside Information and taking into account the nature of the Financial Instruments, the data, circumstances or events relating to the Company and its Subsidiaries (where potentially *price sensitive* with respect to the Financial Instruments) relating to the areas of activity that will be separately identified by the FGIP must be monitored.

In the internal valuation and management of Relevant Information and Inside Information, the Company will comply with the provisions of the MAR, the TUF, the Issuers' Regulation, the regulations issued by Borsa Italiana and the related instructions (in particular art. IA.2.6.3 of the Instructions to the Rules of the markets organised and managed by Borsa Italiana S.p.A.), the market information guides and the Notices prepared by Borsa Italiana S.p.A., and the Guidelines published by Consob in October 2017 (as updated from time to time) on the subject applicable from time to time (collectively, the "**Guidelines**").

Within the aforementioned list of flows of relevant information, the FGIP - with the help of the FOCIP and the Info Room - identifies the specific Relevant Information and Inside Information on the basis of the orientation criteria that will be separately identified by the FGIP, in agreement with the NOMAD.

6.3 Identification of the subjects involved and information flow; registration with the Ril

The FGIP associates each flow of Relevant Information identified in Paragraph 6.2 above with the corporate bodies and the FOCIPs that have access to them through the preparation of specific separate matrices, in order to relate the predefined and expected development of each flow of Relevant Information with the subjects and FOCIPs that, for various reasons, have reason to have access to this type of information. For these purposes, any person indicated therein who should become aware, by reason of his or her work or professional activity, of Relevant or Inside information, or information that he or she considers potentially of a privileged nature of which he or she has become aware due to his or her work activity, must immediately notify the FGIP for the necessary assessments of the case. It



will also be necessary to inform the FGIP about any item (so-called "S.p.A. *rumor*") or other circumstance of his knowledge that may give rise to disclosure obligations pursuant to these Regulations.

The members of the corporate bodies and the persons belonging to FOCIP who become aware of the Relevant Information must be registered with the RIL, in the same manner as for registration in the Insider Register indicated in Paragraph 9 below.

As soon as the Material Information becomes Inside Information, the FGIP will register the persons registered in the RIL in the Insider Register pursuant to the provisions of Paragraph 9 below.

7. EXTERNAL COMMUNICATION

7.1 Disclosure of Inside Information to the Public

The FGIP is responsible for the timely disclosure to the public or the adoption of the procedure, the delay in the dissemination of Inside Information concerning the Company (or information concerning its Subsidiaries that is precise and may significantly affect the prices of the Financial Instruments) and the drafting of the related press releases.

The management of the public disclosure of Inside Information must be carried out, in agreement with NOMAD, in compliance with the applicable legislation, including regulatory legislation, and the Guidelines, through the dissemination of press releases pursuant to the MAR and its implementing regulations, the AIM Italia Regulation or any other applicable regulation. In particular, the Company must ensure that Inside Information is made public in a manner that allows for rapid access and a complete, fair and timely assessment of the information by the public. The Company must not combine the disclosure of Inside Information to the public with the marketing of its activities. It is also forbidden for the Recipients and all persons who have become aware of Inside Information due to the office held within the Company to disclose, disseminate and communicate in any way such information to persons other than those to whom the communication is necessary to allow the exercise of the relevant functions within the Company.

The external communication procedure takes place in the following ways:

- a. The FGIP prepares the information and any related documentation in collaboration with the FOCIP competent from time to time in the specific matter and prepares the press release with any external communication consultant and in agreement with NOMAD, delivering a copy to the Administration and Finance Department, consulting CONSOB and Borsa Italiana before communicating it to the public if the communication is disseminated during the course of trading;
- b. All press releases must be published through an appointed SDIR, as well as through simultaneous publication on the Company's website, as soon as possible after the identification of the Inside Information. The Company publishes and stores on its website for a period of at least five years all Inside Information that it is required to disclose to the public.

Communication delay

Article 17, paragraph 4, of the MAR establishes the conditions and limits within which obliged parties may, under their own responsibility, **legitimately delay the disclosure** of Inside Information, provided that this is not likely to mislead the public about essential facts and circumstances and that the Company is able to guarantee their confidentiality.

In particular, the Company may delay, under its own responsibility, the public disclosure of Inside Information, provided that all of the following conditions are met:

- a) immediate disclosure would likely prejudice the legitimate interests of the Company;



- b) the delay in communication would probably not have the effect of misleading the public;
- c) the Company is able to guarantee the confidentiality of such information.

In the event of a prolonged process, which involves Intermediate Steps and is aimed at concretizing or which involves a particular circumstance or a particular event, the Company may, under its own responsibility, delay the public disclosure of Inside Information relating to such process, without prejudice to letters a), b) and c) above.

When the Company has delayed the disclosure of Inside Information, it shall notify CONSOB of such delay and provide in writing an explanation of the manner in which the above conditions have been met, immediately after the information has been disclosed to the public.

In the event that it is no longer possible to maintain the confidentiality of the Privileged Information whose disclosure has been delayed, the Company shall disclose the Inside Information to the public as soon as possible.

In any case, during the period of delay in the disclosure of Inside Information and until the publication of the press release, the confidentiality obligations and the registration of the recipients in the *insider* register, as defined in Article 9, shall continue.

Art. 4 of Regulation 1055 establishes that, in order to delay the disclosure of Inside Information to the public, the Company must use a technical tool that ensures the accessibility, readability and preservation on a durable medium of the following information:

- a) Date and Time:
 - i. the first existence of inside information at the Issuer;
 - ii. taking the decision to delay the disclosure of inside information;
 - iii. the probable disclosure of inside information by the Issuer;
- b) identity of the persons responsible for the Issuer by:
 - i. the taking of the decision to delay disclosure and the decision establishing the start of the delay period and its likely end;
 - ii. continuous monitoring of the conditions that allow the delay;
 - iii. taking the decision to disclose inside information to the public;
 - iv. the communication to the competent authority of the requested information on the delay and the explanation in writing;
- c) proof of the initial fulfilment of the conditions laid down in Article 17(4) of the MAR and of any changes in this regard that occurred during the delay period, including:
 - i. information protection barriers erected both internally and externally to prevent access to Inside Information by persons other than those who are required to access it at the Issuer in the normal exercise of their professional activity or function;
 - ii. methods designed to disclose Inside Information as soon as possible as soon as its confidentiality is no longer guaranteed.

In the event that:



- i. a rumor is detected that explicitly refers to the delayed Inside Information, if such rumor is sufficiently accurate to indicate that the confidentiality of such information is no longer guaranteed;
- ii. Privileged Information is disclosed to third parties who are not bound by a duty of confidentiality in violation of these Regulations;
- iii. The FIGP assesses that the reasons justifying the delay have disappeared, the FIGP itself orders the immediate publication of a press release according to the procedure referred to in this article, consequently updating the Register of interested parties. In particular, the communication must take place within the time frame necessary for the drafting of the press release in order to allow a complete and correct evaluation of the information by the public and for its subsequent transmission to the SDIR. If the information becomes inside following the close of the markets, for the purposes of the correct timing of publication, the Company does not take into account the fact that the markets will be closed during the following public holiday.

For the purposes of this procedure, the Company will adopt, as a technical tool for the annotations relating to the delay in the communication of Inside Information, the scheme referred to in Annex B, to be given a certain date by sending it by certified mail (PEC) or various electronic methods that ensure accessibility, legibility and preservation on a durable medium.

Where requested by CONSOB, the communication to CONSOB of the delay in the publication of a Inside Information must be made by transmitting to CONSOB **via PEC** the template referred to in Annex B completed in its entirety and duly signed at the address consob@pec.consob.it, specifying the "Markets Division" as the point of contact to which the communication is addressed", specifying "Markets Division" as the recipient and indicating at the beginning of the subject "MAR Communication Delay".

The FIGIP, again in order to ensure the correctness and symmetry of information towards the public, may evaluate - in the presence of news in the public domain not disseminated in the manner provided for by these Regulations, concerning the equity, economic or financial situation as well as extraordinary financial transactions of the Company (and, where relevant, of subsidiaries) or the performance of their business (so-called "Extraordinary Financial Transactions"). *rumor* - the opportunity to issue a specific press release aimed at restoring the correctness of information towards the public and preventing them from being misled.

7.2 Disclosure of information to third parties

7.2.1 Terms and conditions of disclosure of information to third parties

The Information may be communicated to third parties only by reason of the normal exercise of their work, professional activity or office and provided that such persons are bound by a legal, regulatory, statutory or contractual obligation of confidentiality (where appropriate, through the signing of a confidentiality agreement substantially in the terms set out in Annex A), in compliance in any case with the applicable legislation, including regulations, and the Guidelines.

In particular, the Company, subject to the consent of the FIGIP, may communicate the Information confidentially in compliance with the provisions of the applicable laws and/or regulations, for example, to the following subjects:

- a) its own consultants and those of any other person involved or likely to be involved in the developments or matters in question;
- b) the auditing firm appointed to audit the Company's accounts;



- c) persons with whom the Company is negotiating or intends to negotiate any commercial, financial or investment transaction (including probable subscribers or distributors of its Financial Instruments);
- d) banks in the context of the granting of credit lines;
- e) rating agencies;
- f) employee representatives or trade unions representing them;
- g) to CONSOB, the Bank of Italy, the Italian Competition Authority, Borsa Italiana S.p.A. and any other institutional or regulatory body or authority.

The FGIP will have the task of informing the recipients of the information in advance in writing of the fact that the Information is subject to confidentiality constraints, of negotiating and concluding, before the dissemination of the Information, with the recipients of the information, suitable confidentiality agreements or of verifying the existence of legal, regulatory or statutory confidentiality obligations.

The Company shall, at the time of the release of such Information, obtain from the aforementioned persons, where appropriate and possible, a declaration that they are aware of the fact that they will not be able to trade the Financial Instruments on the market until the Inside Information communicated to them on a confidential basis has been made available to the public pursuant to these Regulations.

If the FGIP has reason to believe that the confidentiality has been or is likely to be breached and, in any event, the matter is such that its knowledge could probably lead to a substantial change in the price of the Financial Instruments, they must have such information published without delay.

7.2.2 Legitimate conduct in the communication and use of Information to or by third parties

Article 9 of the MAR provides for certain **legitimate conducts** which, if carried out, exclude the occurrence of an abuse of Inside Information and in particular:

- a) the mere fact that the Company or a Subsidiary is or has been in possession of Inside Information does not imply that such persons have used such information and therefore have abused Inside Information on the basis of an *acquisition* or *sale* if they:
 - i. have established, implemented and maintained adequate and effective internal arrangements and procedures to effectively ensure that neither the natural person who made the decision on his behalf to acquire or dispose of the Financial Instruments to which the information relates, nor any other natural person who may have influenced such decision, was in possession of the Inside Information; and
 - ii. have not encouraged, recommended, induced or otherwise influenced the natural person who has acquired or disposed of on their behalf Financial Instruments to which the information relates;
- b) the mere fact that a person other than those referred to in subparagraph (a) above is in possession of Inside Information does not imply that such person has used such information and therefore abused Inside Information on the basis of an *acquisition* or *transfer* if the person:
 - i. for the Financial Instrument to which such information relates, is a *market maker* or a person authorised to act as a counterparty and where the acquisition or disposal of the Financial Instruments to which such information relates is lawfully carried out in the normal exercise of his or her capacity as market *maker* or counterparty to the Financial Instrument in question; or
 - ii. is authorised to execute orders on behalf of third parties, and where the purchase or disposal of Financial Instruments to which such orders relate is lawfully carried out in the normal exercise of the occupation, profession or function of such person;



- c) the mere fact that a person is in possession of Inside Information does not imply that that person has used such information and therefore has abused Inside Information on the basis of an acquisition or disposal if the person enters into an acquisition or disposal of Financial Instruments in order to comply with an obligation that has expired, in good faith and not to circumvent the prohibition of insider dealing, and if:
 - i. this obligation arises from an order issued or an agreement concluded before the person concerned came into possession of Inside Information; or
 - ii. this is done to comply with a legal or regulatory obligation that arose before the data subject came into possession of Inside Information;
- d) the mere fact that the Company, a Subsidiary or another person, including a natural person, is in possession of Inside Information does not imply that such person has used or abused Inside Information, if such persons have obtained such Inside Information in the course of a *takeover bid* or *merger* with a company and uses such information for the sole purpose of proceeding with the merger or public tender offer, provided that at the time of the approval of the merger or acceptance of the offer by the shareholders of the company in question all Inside Information has been made public or has otherwise ceased to constitute Inside Information;
- e) the mere fact that the Company, a Subsidiary or another person, including a natural person, uses its knowledge that it has decided to acquire or dispose of Financial Instruments for the acquisition or sale of such Financial Instruments does not in itself constitute use of Inside Information;
- f) however, there may be considered a violation of the prohibition of insider dealing if the competent authority ascertains that there was an unlawful reason for the orders to trade, transactions or conduct referred to above.

7.2.3 *Market surveys*

Its disclosure to third parties in the context of market soundings **pursuant to Article 11 of the MAR, to which reference is made**, does not entail a breach of the obligations relating to the processing and use of Inside Information.

8. SUBSIDIARIES

Since the MAR does not impose obligations regarding the disclosure of Inside Information relating to the Subsidiaries, the Company must disclose only the Inside Information of the Subsidiaries that may significantly affect the prices of the Financial Instruments. The Subsidiaries must refrain from independently disclosing their Inside Information to the public.

In order to monitor the information flows relating to the Subsidiaries, these Regulations will be delivered to the Chairman of the Board of Directors and the Chief Executive Officer (or the Sole Director) of each Subsidiary who, by signing them for acceptance, will undertake to promptly communicate to the FGIP the Confidential Information and Inside Information relating to each Subsidiary, **identified as indicated in Paragraph 6 above**.

9. REGISTER OF PERSONS HAVING ACCESS TO INSIDE/CONFIDENTIAL INFORMATION

The Company, in accordance with the applicable laws and regulations, establishes a register of internal and external persons who, by reason of their work and professional activity or by reason of the functions performed, have access to the Information (the "**Insider Register**").



Regulation 347 sets out implementing technical standards regarding the precise format of the sections of the Insider Register and their updating.

9.1 Insider Register Sections

Persons who (i) have access to Inside Information on a regular or occasional basis must be entered in the Insider Register, when (ii) such access occurs by reason of work or professional activity or by reason of functions performed on behalf of the Company.

With regard to the requirement *under* (i), it should be noted that access to Inside Information is obviously the circumstance that gives rise to the obligation to register in the Insider Register and the legitimacy of the registration itself, even if such access is only occasional.

According to the provisions of the MAR and the related Regulation 347, the Insider Register is in electronic format, drawn up according to the model provided by Regulation 347, and is structured in two distinct sections:

- i. a section for each inside information, in which a new section is added each time a new Information is identified (so-called "**occasional section**");
- ii. an additional section containing the data of the persons who always have access to all the Information (so-called "**permanent section**").

The FGIP and the members of the Info Room (as subjects who always have access to all Inside Information) and their assistants must be registered in the permanent section. Any other subjects to be registered or removed from it are identified by the FGIP. Except as specified below, the data of those who are registered in the "permanent section" are not included in the "occasional sections".

The **identification** of the subjects to be registered in the Insider Register in the "**occasional section**" is carried out by the FGIP.

Persons registered in the two sections of the Insider Register must report their secretarial support staff and any other names of collaborators who are in a position to have access to Inside Information, for the purpose of inclusion in the Insider Register.

The Insider Register, at the request of CONSOB, is transmitted to the same through the electronic means indicated on its website. In particular, in the Communication 0061330, it is provided that the communication of the insider lists provided for by art. 18 of the MAR are sent **via PEC** to the consob@pec.consob.it address, Further specifications will be included in the CONSOB request letter.

9.2 Check

The MAR does not extend the obligation to keep the Insider Register to the Subsidiaries as well.

9.3 Registration information

Persons registered in the Insider Register shall be promptly informed, by sending the *standard information* referred to in Annex C (the "**Standard Disclosure**"), to be transmitted by paper or electronic means:

- a) their registration in the Insider Register, the deletion from the same and the updates of the information contained therein;
- b) the obligations deriving from having access to Inside Information and the sanctions established for the offences provided for in Title I-bis of Part V of the TUF and in the MAR or in the event of unauthorized disclosure of Inside Information.

9.4 Data to be reported in the Insider Register

The information that must be reported in the "occasional section" of the list is:

- date and time of creation of the section of the list or when the Inside Information was identified;
- date and time when the section was last updated;
- date of transmission to the competent authority;
- name and surname of the person who has access to the Inside Information. Where applicable, the birth surname of the access holder (if different from the surname);
- professional telephone numbers (fixed and mobile direct line);
- name and address of the company;
- function and reason for access to Inside Information;
- date and time the holder obtained access to the Inside Information;
- date of birth, national identification number (tax code or, for foreign countries, similar reference, where available);
- private telephone numbers (home and personal mobile phone);
- complete private address (street, house number, city, zip code, state).

The information that must be reported in the "permanent section" of the list is:

- date and time of creation of the permanent access section;
- date and time when the section was last updated;
- date of transmission to the competent authority;
- name and surname of the person who has access to the Inside Information. Where applicable, the birth surname of the access holder (if different from the surname);
- professional telephone numbers (fixed and mobile direct line);
- name and address of the company;
- function and reason for access to Inside Information;
- date and time the holder obtained access to the Inside Information;
- date of birth, national identification number (tax code or, for foreign countries, similar reference, where available);
- private telephone numbers (home and personal mobile phone);
- complete private address (street, house number, city, zip code, state).

In accordance with the law, the data relating to the persons registered in the Insider Register will be kept for at least 5 years following the absence of the circumstances that led to the registration or updating.

9.5 Role of the FGIP in relation to the keeping of the insider register

The FGIP is responsible for keeping, managing and updating the Insider Register. The FGIP is responsible, among other things, for:



- a) maintain and update the Insider Registry, according to the indications received;
- b) promptly inform the registered subjects, by sending the Standard Information of their registration and updates concerning them, as well as of the obligations deriving from having access to Inside Information and of the sanctions established for the offences provided for by Title I bis of Part V of the TUF and the MAR or in the event of unauthorized dissemination of Inside Information;
- c) keep, for a period of not less than 5 years, all requests received and all communications made to registered subjects;
- d) maintain evidence of the criteria adopted in the keeping of the Insider Register and the methods of managing and searching for the data contained therein;
- e) cooperate with the competent authorities.

Persons registered in the Insider Register are responsible for reporting subjects, employees and third parties, who come into possession of Inside Information in addition to those previously entered and for reporting to the FGIP as soon as they no longer have access to such information.

9.6 Access to the Insider Register

Access to the Insider Register is allowed only to the FGIP, to the members of the Info Room or to any subjects entrusted with the management of the Insider Register, even in *outsourcing*.

The FGIP has complete visibility over the content of the various sections of the Insider Register and can carry out all entry and search operations.

10. FINAL RULES

10.1 Dissemination of the Regulation

These Regulations are brought to the attention of all Recipients (as well as the subjects referred to in Paragraph 8 above) by the FGIP, sending copies to all Recipients as well as at the time of communication of the Registration in the RIL and in the Insider Register.

The Regulations will be published on the Company's website.

10.2 Failure to comply with the Regulations

Without prejudice to the possibility for the Company to claim any damage and/or liability that may derive from conduct in violation of the obligations set out in these Regulations, failure to comply with them will result in:

- a) for employees, the imposition of disciplinary sanctions provided for by current laws and applicable collective bargaining;
- b) for any other collaborators, the termination – even without notice – of the relationship;
- c) for the directors and statutory auditors of the Company, the Board of Directors may propose to the next Shareholders' Meeting the revocation for just cause of the defaulting director or statutory auditor.



10.3 Amendments and additions to the Regulations

Any amendments and/or additions to these Regulations (including those that may become necessary as a result of legal or regulatory provisions, or even amendments and additions requested by Borsa Italiana S.p.a., also following the integration or modification of the pro-tempore legislation in force) must be approved by the Board of Directors; these changes may be made by the FGIP, which must inform the Board during the first subsequent meeting.

In any case, the Board of Directors of the Company, on an annual basis, on the occasion of the meeting for the approval of the draft financial statements, will review the Regulations, making any corrections or additions deemed appropriate.

The updated text of the Regulation must be brought to the attention of all Recipients (and of the subjects referred to in Paragraph 8 above).

11. INFORMATION FLOWS TO THE SUPERVISORY BODY

It is the responsibility of all parties involved in carrying out the activities of the process in question to promptly report to the Supervisory Body, in the manner provided for in the Model, any information relating to conduct constituting a violation of the same or relating to the commission of crimes *pursuant* to Legislative Decree 231/2001. Any event likely to affect the operation and effectiveness of these Regulations must also be reported.

12. DOCUMENTATION AND ARCHIVING

All the documentation produced within the framework of these Regulations is archived and kept by the President's Secretariat and made available, upon request, to the President, the General Manager, the Board of Directors and the internal and external authorities and control bodies. Paper documents are kept for a period of at least 5 years.



ANNEX A

Non-disclosure agreement

* * *

Dear

•

To the attention of Dr. •

•, there •

CONFIDENTIALITY AGREEMENT

We refer to discussions regarding a possible [assignment to your Esteemed Company of a professional assignment (the "**Transaction**") to [provide details of the Assignment] / [involvement of your Esteemed Company in a transaction of [details of the transaction] (the "**Transaction**")].

In order to [carry out the Engagement] / [carry out the Transaction], you have indicated to us the need to receive the following information relating to the Company and its subsidiaries: [describe information requested]. Therefore, to ensure that any information that may be exchanged with, or acquired by, your esteemed company, its group companies or your Representatives (as defined below) is not disclosed to unauthorized parties and is not used in an unauthorized manner, by signing this for acceptance you assume towards us, the following bonds:

1. Definitions

- a) the term "**Parts**" or "**Part**" refers to •, established in • ("•") and to ILPRA S.p.A. with registered office in Milan, via Galleria Corso Buenos Aires, 13, ("**ILPRA**");
- b) the term "**Group**" means the subsidiaries, parent companies or associates of • or ILPRA;
- c) The term "**Representatives**" includes, without limitation, directors, managers, employees, agents, consultants, *Advisor* or other representatives, including legal advisors, accountants and financial advisors, any lenders and any other person acting, as the case may be, on behalf of one of the Parties or on behalf of a company in their Group.
- d) For the purposes of this Letter, "**Confidential Information**" means, without limitation:
 - (i) all information, in any form (written, oral, electronic or otherwise), concerning the *business* (both *tangible* and *intangible*) and the activity of our company and its Group (by way of example and not limited to, financial statements and economic-financial information, any *budget* data and projections, information on past and current operations and indications relating to the future, projects and strategies, lists and information relating to customers, suppliers, management and IT systems, trade secrets, formulas, patents, industrial models, *software* and programs, know-how, projects, intellectual property in general, *test* results, *design* rights, drawings, models, photographs, drawings and specifications, whether or not identified as owners, and any other information, data or document of a financial, *business*, economic, technical, operational, managerial, commercial, labour and labour law, *marketing*, planning, legal, tax and any other nature relating to our company or its group companies or any of its customers or suppliers; and
 - (ii) all information relating to [the Assignment] [the Transaction] (the existence and content of this Letter, the existence itself, the discussions, terms and conditions relating to [the Assignment] [the Transaction], the progress and manner of the definition and finalization



of [the Assignment] [of the Transaction], whether the Parties are or may cease to be a party to it, etc.) in any form whatsoever (in writing, oral, electronic or otherwise), as well as all information obtained by the Parties or their Representatives during any meeting with the other Party or its Representatives or during any visit to the offices and websites of ILPRA or its Group companies, and any other information that may be provided, or to which access has been given, by the Parties or their Representatives.

- e) Confidential Information also includes any analyses, extrapolations, projections, extracts, summaries, documents, studies and/or inferences that from the examination of such Confidential Information are prepared or processed by the Parties and/or their Representatives in the context of [the performance of the Assignment] [the analysis of the Transaction] or in any other circumstance.

2. Obligation of confidentiality

●, also in the name and on behalf of the companies of its Group and its Representatives, pursuant to art. 1381 of the Italian Civil Code:

- 2.1 acknowledges the confidential nature of the Confidential Information concerning ILPRA and the companies of its Group and, therefore, undertakes to keep such information confidential and not to disclose, sell, exchange, publish or make available in any way to third parties the Confidential Information, including by photocopying or reproduction of any other nature, without the prior written consent of ILPRA;
- 2.2 undertakes to adopt all necessary and appropriate precautions to ensure the protection and secrecy of Confidential Information concerning ILPRA and the companies of its Group and to prevent its theft, manipulation, distraction, access or unauthorized use. ● guarantees from now on that the companies of its Group and its Representatives, to whom the Confidential Information should be provided, in any case in compliance with the provisions of this Letter, will keep such information confidential in compliance with the commitments undertaken in this Letter;
- [2.3 acknowledges that: (a) ILPRA is an issuer of listed financial instruments subject to restrictions on the use and dissemination of inside information pursuant to EU Regulation 596/2014 and its implementing regulations and, in general, to national and European legislation on *market abuse* ("MAR"); (b) the following Confidential Information is considered by ILPRA to be inside information: [indicate confidential information].

It also acknowledges that during the [Assignment][Transaction] some Confidential Information may be qualified by ILPRA as inside information pursuant to the aforementioned MAR regulations. ILPRA will communicate which Confidential Information will subsequently be qualified as inside information in accordance with the procedures provided for by current legislation (notification of registration in the register of persons who have access to inside information kept by ILPRA - "**Insider Register**") or through specific communication.

Where appropriate, ● it authorizes the registration of its name and the name of its Representatives in the Insider Register, undertaking to provide all the data (including personal data) required by the legislation applicable for this purpose.]

- 2.4 undertakes, also for its Representatives pursuant to art. 1381 of the Civil Code, to:
- a) use the Confidential Information solely for the performance of [the Assignment] [the Transaction] [detailing any other purpose] (the "**Permitted Purpose**") and for no other purpose or purpose;
- b) not to disclose to third parties the Confidential Information relating to ILPRA and the companies of its Group and not to use the Confidential Information itself in a way that is directly or indirectly detrimental to them; And



- c) disclose the Confidential Information relating to the other Party only to those of its Representatives for whom it is strictly necessary to evaluate the Confidential Information for the Permitted Purpose;
- d) [not to buy, sell, or dispose in any way of ILPRA's listed financial instruments, or derivative financial instruments relating to such listed financial instruments, directly or indirectly, for the entire duration [of the Assignment] [of the Transaction].

3. Exclusion from the obligation of confidentiality

The obligations set forth in the preceding Paragraphs shall not apply to Confidential Information that is:

- (i) already legitimately possessed at the time of their disclosure or transfer pursuant to this Letter and such possession can be proven by document;
- (ii) to date, or become public for reasons other than the act or omission of ●, the companies of its Group and/or its Representatives or by the failure to comply with this Letter or other agreements entered into by ●, the companies of its Group and/or its Representatives, and it is possible to provide written evidence thereof; or
- (iii) requests from any administrative or judicial authority having jurisdiction over ●, its Group companies and/or its Representatives (including Consob and Borsa Italiana S.p.A.), by virtue of any law, order, decree or regulation, and unless it is possible to legitimately refuse such request. It is understood that in this case ●, the companies of its Group and/or its Representatives must give written notice to ILPRA without delay;
- (iv) to be disclosed in connection with any proceeding, litigation or arbitration, relating to [the Assignment] [the Transaction] or this Letter.

4. Return and Destruction of Confidential Information

ILPRA may request the immediate return of the Confidential Information at any time, by giving written notice to ●, upon receipt of which the latter, the companies of its Group and its Representatives, will immediately cease using the Confidential Information. Within 10 (ten) days of receipt of such communication, ●, the companies of its Group and its Representatives, at their own expense, undertake to:

- (i) return all original documents, notes and any other written or electronic documents or in any other format that contain or otherwise relate to the Confidential information in their possession and in the possession of persons and or entities to whom such information has been provided pursuant to this Letter;
- (ii) destroy all copies, software *and paper files and reproductions of the Confidential Information in their possession and in the possession of the persons or entities to whom such information has been provided pursuant to this Letter;*
- (iii) deliver to ILPRA, or destroy, all documents, notes, *memoranda* or other written or recorded information, of any kind, contained/derived from the Confidential Information.

5. Ownership of Confidential Information

The Confidential Information will remain the property of ILPRA and its Group companies and this Letter does not attribute or grant to any person any right or license on any industrial or intellectual property right, including any patent, application, invention, trademark, *copyright*, trade secret, copyright or *know-how*, current or future.

6. No Warranties as to the Accuracy of Confidential Information

●, also in the name and on behalf of the companies of its Group and its Representatives, pursuant to art. 1381 of the Italian Civil Code acknowledges that ILPRA and the companies of its Group, by disclosing



- also through their Representatives - Confidential Information do not provide, under any circumstances, declarations or guarantees, express or implicit, in relation to the quality, accuracy and completeness of the Confidential Information provided, and expressly acknowledges the risk of error inherent in the acquisition, formulation and interpretation of Confidential Information,

7. Duration

The commitments referred to in this Letter will remain valid, regardless of whether or not [the Assignment] [the Transaction] is completed, for a period of 2 (two) years from the date of signing the same.

8. Remedies

Without prejudice to any other right or remedy, each Party acknowledges and agrees that damages may not be an adequate remedy for violations of this Letter and that each Party, with respect to any violation of this Letter, shall be entitled to seek and pursue other remedies such as precautionary measures, specific performance and other remedies at law.

9. Miscellanea

Any modification to this Letter will be valid and binding only as it is made in writing. This Agreement shall be governed by and governed by the laws of Italy. Any dispute will be the exclusive jurisdiction of the Court of Milan.

ILPRA S.p.A.

For acceptance:

[●]

Communication delay scheme

DELAY NOTIFICATION

(pursuant to Article 17, paragraph 4, of Regulation (EU) 596/2014 and in accordance with Article 4 of Implementing Regulation (EU) 2016/1055)

1	IDENTITY OF THE ISSUER		
a)	Company Name		
	Tax Code		
2	IDENTIFICATION DATA OF THE NOTIFYING PARTY		
a)	Name and Surname	<i>Name</i>	<i>Surname</i>
b)	Position/Qualification at the Issuer		
c)	Corporate contacts	Email address	<i>Phone Number</i>
3	INFORMATION RELATING TO THE PUBLICATION OF THE DELAYED INSIDE INFORMATION ²		
a)	Object of Inside Information		

²This section is compiled after the Diffusion to the Market, pursuant to art. 17 of Regulation (EU) No. 596/2014, of the "Document" containing Inside Information.

b)	Protocol number assigned by the system for the dissemination of Regulated Information [indicate Name of the SDIR system]/fax protocol number to Borsa Italiana/PEC communications to a press agency
c)	Date and time of publication of the press release

4 IDENTIFICATION OF INSIDE INFORMATION

a)	Description of Inside Information	
b)	date and time of identification of the Inside Information	<i>Date</i> <i>Hour</i>

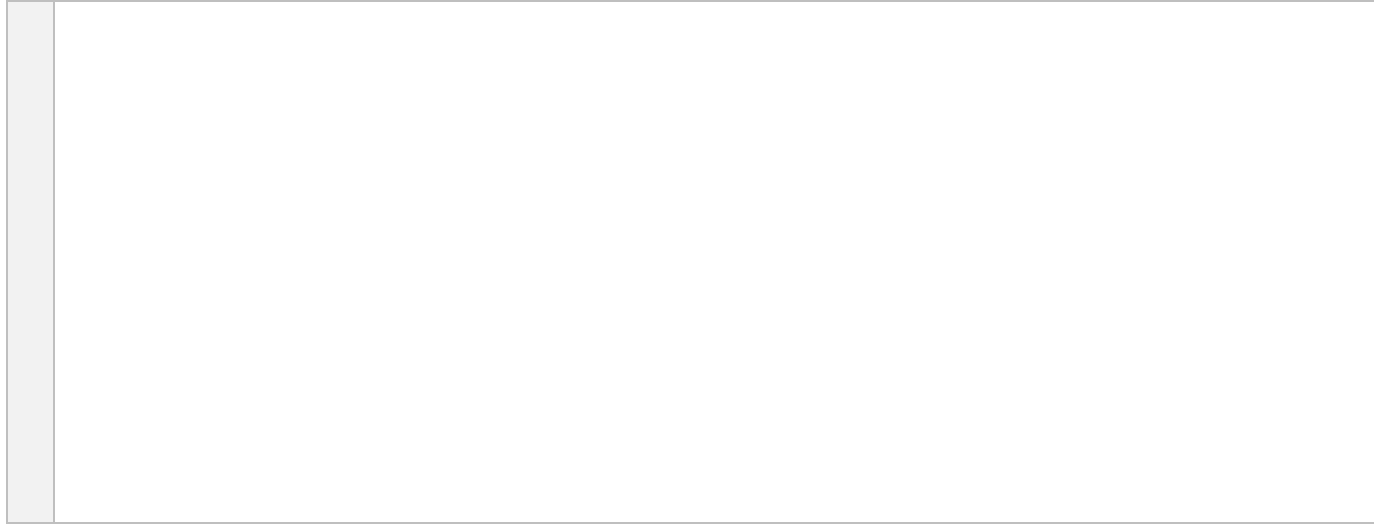
5 INFORMATION ON THE DECISION TO DELAY INSIDE INFORMATION

a)	Date and time when the decision to delay the disclosure of Inside Information was made	<i>Date</i> <i>Hour</i>
b)	Forecast regarding the timing of disclosure to the Public of Inside Information	

6 IDENTITY OF THE RESPONSIBLE PERSONS WHO HAVE TAKEN THE DECISION TO DELAY THE PUBLIC DISCLOSURE OF INSIDE INFORMATION

	<i>Name</i>	<i>Surname</i>	<i>Position</i>
	<i>Name</i>	<i>Surname</i>	<i>Position</i>
	<i>Name</i>	<i>Surname</i>	<i>Position</i>
	<i>Name</i>	<i>Surname</i>	<i>Position</i>

7 REASON FOR THE DELAY	
a)	Indicate the reason why you believe that the communication to the public of the Privileged Information subject to the delay may prejudice the legitimate interest of the Company
b)	To indicate the reason why it was considered that the delay in communication did not have the effect of misleading the public.
c)	Report what measures have been taken to i) prevent access to Inside Information by unauthorized parties; ii) proceed with the timely communication to the public of Inside Information if the confidentiality of such information is no longer guaranteed.



Place and date

_____ , _____

Signature



Standard information for registration in the register

* * *

In compliance with the provisions of Article 18 of Regulation (EU) No. 596/2014 on market abuse ("**MAR**") and Implementing Regulation (EU) 2016/347 of 10 March 2016 (the "**Regulation 347**"), ILPRA S.p.A. (the "**Company**") has established the Register of persons who have access to Inside Information (hereinafter the "**Information**" and the "**Register**").

In this regard, the Company hereby informs that the following has been done [*Tick the box(es) depending on the reason for which the communication is sent*]:

- to register your/your person/company in the Register in the "permanent section" of the Register as a person who always has access to all Inside Information on the basis of the recurring activity or group of recurring activities.....
- to register in the "occasional section" of the Register your person/company in the Register as a person who has access on an occasional basis to Inside Information in relation to the transaction/project/event.....;
- to update your/your registration in the Register in consideration of the suspension of the operation/project/event
- to update your/your registration in the Register in consideration of the restart of the operation/project/event;
- to record in the Register that you no longer have access to Inside Information relating to the transaction/project/event
- to record in the Register that, as of today, your/your person/company have not more access to Inside Information in the context of the recurring activity.....;

To this end, it should be noted that "**inside information**" means any information of a precise nature that has not been made public and that directly concerns the Company, the companies belonging to its group pursuant to art. 2359 of the Italian Civil Code or one or more of the Company's financial instruments traded on the AIM Italia Market organised and managed by Borsa Italiana S.p.A. (the "**Financial Instruments**") which, if made public, could have a significant impact on the prices of such financial instruments.

Pursuant to current legislation, the Company is required to disclose Inside Information concerning the company itself or its subsidiaries to the public without delay and delay in such compliance is permitted, under the responsibility of the Company, only in certain cases and under the conditions established by current legislation, provided that the Company is able to guarantee the confidentiality of the information itself.

If the Information is disclosed to a third party who is not subject to an obligation of confidentiality, the Company must fully communicate it to the public, simultaneously in the case of intentional disclosure and without delay in the case of unintentional disclosure.



It is therefore essential that the persons registered in the Register comply with the confidentiality obligations of the Inside Information to which they have access.

In this regard, it should be noted that it is the responsibility of each of the members of the Register to ensure the traceability of the management of Inside Information and the relative confidentiality within its sphere of activity and responsibility, starting from the moment in which by any means (*i.e.* by correspondence, during meetings, meetings and/or other), has come into possession of Inside Information relating to the recurring activity or projects/events for which he/she is registered.

In particular, members are required to:

- treat with the utmost confidentiality all Inside Information and Relevant Information of which they may become aware in the performance of their duties, in order both to protect the Company's interest in confidentiality of its business and to avoid market abuse, as well as to use Inside Information and Relevant Information only in relation to its work activity, profession or function;
- use the Information exclusively in the normal exercise of their occupation, profession or function and within the limits of what is strictly necessary for the normal exercise of such occupation, profession or function and, therefore, not use it, for any reason or cause, for personal purposes, or to the detriment of the Company or the Group;
- ensure that the information is processed taking all appropriate precautions so that the circulation of the same takes place without prejudice to its confidential nature until it is communicated to the market or made known in accordance with the law or is otherwise in the public domain;
- allow the circulation of information only among those who actually need it for the normal exercise of their occupation, profession or function;
- in the event of receipt (by post, including electronic, or fax) of "confidential" or "confidential" documents, the recipient must personally or through an authorized person take care of the collection of the documents, which must not remain in view of third parties or left unattended by the interconnection tools;
- Secure collection containers or shredders must be used to shred documents in such a way that they are illegible.

In any case, it is **forbidden** for members to carry out/collaborate/cause the implementation of conduct that may fall within the types of crime considered for the purposes of the TUF, the MAR, Legislative Decree 231/2001 and more specifically, by way of example and not limited to:

- carry out transactions of any nature concerning Financial Instruments or financial instruments, including derivatives, relating to the Company's Financial Instruments in relation to which Information is held;
- use the Information, cancelling or modifying an order relating to Financial Instruments to which the Information relates, if such order was placed before the Recipient came into possession of such Information;
- communicate to third parties, internal or external to the Company, outside the normal exercise of work, profession, function or office (and in any case on the basis of the so-called *need to know principle*), Information before its dissemination to the public, in accordance with the applicable legal provisions;



- recommend or induce others, on the basis of the Information in their possession, to carry out transactions in Financial Instruments, or in financial instruments, including derivatives, concerning the Company's Financial Instruments, to which the Information refers;
- give interviews, and disseminate press releases or documents at conferences or public events, without the authorization of the Investor Relator;
- leave paper documentation unattended during one's absence, even if temporary, especially during unattended hours or, in any case, at the end of working hours.

Should the member communicate, even involuntarily, the Inside Information to persons not in possession of the same (even if already registered in the Register for other reasons) he or she will be obliged to immediately inform the person in charge of keeping it (the "**Person in Charge**").

It should also be noted that Title I-Bis of the aforementioned TUF provides for specific sanctions for cases of abuse of Inside Information and market manipulation; in particular, criminal sanctions (Article 184 of the TUF) and administrative sanctions (Article 187-bis *of the* TUF) are provided for against anyone who, being in possession of Inside Information by virtue of his or her status as a member of administrative bodies, management or control of the issuer, of the shareholding in the capital of the issuer, or of the exercise of a professional activity, profession or function, including public office, or office,

- a) buys, sells or carries out other transactions, directly or indirectly, on its own account or on behalf of third parties, on financial instruments using the same information;
- b) communicates such information to others, outside the normal exercise of work, profession, function or office;
- c) recommends or induces others, on the basis of them, to carry out any of the operations indicated in letter a).

The same penalty applies to anyone who, being in possession of Inside Information due to the preparation or execution of criminal activities, performs any of the actions indicated above.

Criminal prosecution is also a person who disseminates false or misleading news, capable of causing a significant alteration in the price of financial instruments, while an administrative sanction (Article 187-ter of the TUF) is punishable by those who, through the media, including the Internet or any other means, disseminate false or misleading information, rumors or news that provide or are likely to provide false or misleading information about the instruments financial institutions, as well as for anyone who puts in place:

- a) transactions or orders to trade that provide or are likely to give false or misleading indications as to the supply, demand or price of financial instruments;
- b) transactions or orders to buy and sell that allow, through the action of one or more persons acting in concert, to fix the market price of one or more financial instruments at an anomalous or artificial level;
- c) transactions or orders to buy and sell that use artifices or any other type of deception or expedient;



- d) other artifices likely to provide false or misleading information as to the supply, demand or price of financial instruments.

The amounts of fines and administrative fines provided for by the TUF may be increased up to three times or up to a greater amount of ten times the product or profit obtained from the offence when, due to the personal qualities of the offender, the extent of the product or profit obtained from the offence or the effects produced on the market, they appear inadequate even if applied to the maximum.

There are also ancillary administrative penalties and sanctions (such as, depending on the case, disqualification from public office, from a profession or from the management offices of legal persons, loss of the integrity requirements of corporate representatives of listed companies) and the confiscation of the product or profit of the offence or of a sum of money or assets of equivalent value.

The MAR also provides that:

"Article 8

Insider dealing

1. For the purposes of this Regulation, insider dealing shall occur where a person in possession of inside information uses that information by acquiring or disposing, for his own account or on behalf of a third party, directly or indirectly, the financial instruments to which that information relates. The use of that information by cancelling or amending an order relating to a financial instrument to which the information relates when that order was placed before the person concerned came into possession of that inside information shall also be considered insider dealing. In relation to auctions of emission allowances or other related auctioned products held under Regulation (EU) No 1031/2010, the use of inside information shall also occur when a person submits, amends or withdraws a bid on his or her own behalf or on behalf of a third party.

2. For the purposes of this Regulation, it shall be recommended that another person engage in insider dealing or induce another person to engage in insider dealing when the person is in possession of inside information and:

- a. recommends, on the basis of that information, that another person acquires or disposes of financial instruments to which that information relates or induces that person to make the acquisition or disposal; or*
- b. recommends, on the basis of that information, another person to cancel or amend an order relating to a financial instrument to which the information relates or induces that person to cancel or amend.*

3. The use of recommendations or inducements referred to in paragraph 2 shall be understood as insider dealing within the meaning of this Article where the person making the recommendation or inducement knows or should know that it is based on inside information.

4. This Article shall apply to any person who possesses inside information on the ground that:

- a. is a member of the administrative, management or supervisory bodies of the issuer or participant in the emissions allowance market;*
- b. is a participation in the capital of the issuer or a participant in the market for emission allowances;*
- c. has access to that information in the exercise of an occupation, profession or function;*
or
- d. is involved in criminal activities.*



This Article shall also apply to any person who possesses inside information for circumstances other than those referred to in the first subparagraph, where that person knows or should know that it is inside information.

5. Where a person is a legal person, this Article shall also apply, in accordance with national law, to natural persons who are involved in the decision to make the purchase, transfer, cancellation or modification of an order on behalf of the legal person concerned."

"Article 10

Unlawful disclosure of inside information

1. For the purposes of this Regulation, unlawful disclosure of inside information shall be deemed to occur where a person is in possession of inside information and discloses that information to another person, except where the disclosure takes place in the normal exercise of an occupation, profession or function.

This paragraph shall apply to any natural or legal person in the situations or circumstances referred to in Article 8(4),

2. For the purposes of this Regulation, disclosure to third parties of the recommendations or inducements referred to in Article 8(2) shall be construed as unlawful disclosure of inside information within the meaning of this Article where the person disclosing the recommendation or inducement knows or should know that it is based on inside information."

"Article 12

Market manipulation

1. For the purposes of this Regulation, market manipulation shall mean the following activities:

- a. initiating a transaction, placing an order to trade, or any other conduct that:*
 - i. sends, or is likely to send, false or misleading signals as to the supply, demand or price of a financial instrument, a related spot commodity contract or an auctioned product based on emission allowances; or*
 - ii. allows, or is likely to allow, the market price of one or more financial instruments, a related spot commodity contract or an auctioned product based on emission allowances to be set at an abnormal or artificial level;*

unless the person initiating a transaction, submits an order to trade or has engaged in any other conduct determines that such transaction, direction or conduct is justified by legitimate reasons and is in accordance with a accepted market practice, as determined pursuant to Article 13;

- b. the initiation of a transaction, the making of an order to trade or any other activity or conduct that affects, or is likely to affect, the price of one or more financial instruments, a related spot commodity contract or an auctioned product based on emission allowances, using artifice or any other form of deception or expedient;*
- c. the dissemination of information through the media, including the internet, or by any other means, which provides, or is likely to give, false or misleading signals as to the supply, demand or price of a financial instrument, a linked spot commodity contract or an auctioned product on the basis of emission allowances, or which allows, or are likely to allow the market price of one or more related financial instruments or spot commodity contracts or an auctioned product to be fixed on the basis of emission allowances at an abnormal or artificial level, including the dissemination of rumours, when the person making the dissemination knew, or should have known, that the information was false or misleading;*
- d. the transmission of false or misleading information or the provision of false or misleading data in relation to a benchmark when the person who provided the data knew, or should have known, that it was false or misleading, or any other conduct that*

manipulates the calculation of a benchmark.

2. The following conducts shall be considered, among others, market manipulation:

- a. the conduct of one or more persons acting in collaboration to acquire a dominant position over the supply of or demand for a financial instrument, related spot commodity contracts or an auctioned product on the basis of emission allowances which has, or is likely to have, the effect of fixing, directly or indirectly, buy or sell prices or implements, or is likely to implement, other incorrect commercial conditions;*
- b. the purchase or sale of financial instruments at the opening or closing of the market, with the effect or likely effect of misleading investors acting on the basis of the prices displayed, including the opening and closing prices;*
- c. the placing of orders on a trading venue, including cancellations or amendments thereto, by any available means of trading, including by electronic means, such as algorithmic and high-frequency trading strategies, and which has any of the effects referred to in points (a) or (b) of paragraph 1, in so far as:*
 - i. interrupts or delays, or is likely to interrupt or delay, the operation of the trading system of the trading venue;*
 - ii. makes it more difficult for other operators to detect genuine orders on the trading system of the trading venue, or is likely to do so, including by issuing orders that result in overloading or destabilising the order book of orders; or*
 - iii. creates, or is likely to create, a false or misleading signal as to the supply, demand or price of a financial instrument, in particular by issuing orders to initiate or intensify a trend;*
- d. take advantage of occasional or regular access to traditional or electronic media by disseminating a valuation on a financial instrument, a linked spot commodity contract or an auctioned product based on emission allowances (or indirectly on its issuer) after having previously taken positions in that financial instrument, related spot commodity contract or auctioned product based on emission allowances, subsequently benefiting from the impact of the widespread valuation on the price of that instrument, linked spot commodity contract or auctioned product on the basis of emission allowances, without at the same time having communicated to the public, in a fair and effective manner, the existence of such a conflict of interest;*
- e. the purchase or sale on the secondary market, in advance of the auction held in accordance with Regulation (EU) No 1031/2010, of emission allowances or derivatives thereof, with the effect of fixing the allotment price of the auction at an abnormal or artificial level or misleading other participants in the auction.*

3. For the purposes of points (a) and (b) of paragraph 1, and without prejudice to the forms of conduct referred to in paragraph 2, Annex I shall establish a non-exhaustive list of indicators related to the use of artifice or any other form of deception or expedient and a non-exhaustive list of indicators related to false or misleading signals and price fixing.

4. Where the person referred to in this Article is a legal person, this Article shall also apply, in accordance with national law, to natural persons who are involved in the decision to carry out activities on behalf of the legal person concerned.

5. The Commission shall be empowered to adopt delegated acts in accordance with Article 35 specifying the indicators set out in Annex I, in order to clarify their elements and to take into account technical



developments in financial markets."

Without prejudice to the possibility for the Company to claim any damage and/or liability that may derive from conduct in violation of the obligations referred to in this Policy, failure to comply with them will result in:

- I. for employees, the imposition of disciplinary sanctions provided for by current laws and applicable collective bargaining,**
- II. for any other collaborators, the termination – even without notice – of the relationship;**
- III. for the directors and statutory auditors of the Company, the Board of Directors may propose to the next Shareholders' Meeting the dismissal for just cause of the defaulting director or statutory auditor.**

As explained above, the provision of your personal data necessary for registration in the Register and for its updates is mandatory and will be processed and communicated in accordance with the provisions of Legislative Decree no. 196/2003 (the "**Privacy Code**") and the MAR regulations on the processing and dissemination of inside information as per the regulation adopted by ILPRA S.p.A. which please read by connecting to the [address www.ilpra.com](http://www.ilpra.com)

For any information or clarification regarding this communication and its application, please contact [*indicate the position of the person in charge*].

[*Signature of the person in charge*]