

**Nominated Advisor
Application form
NAI1**

The Italian text of these Rules shall prevail over the English version



How to complete application form – NAI1

This application form should be completed by applicants seeking to become nominated advisers approved by Borsa Italiana for the AIM Italia/Mercato Alternativo del Capitale market.

It is essential to read this application form in conjunction with the for Nominated Advisers as published by Borsa Italiana from time to time (“Nomad Rules”).

If you would like to discuss the application process or the Nomad Rules in more detail, please contact Borsa Italiana (telephone: 02/72426355).

In accordance with Part One of the Nomad Rules, applicants must submit a completed NAI1 application form together with appropriate supporting documents. In addition to information that is specifically requested on this form the applicant should supply:

- the company current by-laws;
- a diagram outlining the group structure;
- the applicant's accounts for the last three years, of which at least the last one shall be audited by an auditing firma (including the firms entered in the register of auditors);
- a NAI2 form for each of the applicant firm's approved key executives (with any supporting documents);
- solely with respect to companies which belong to a network of auditing firms, a list of the appointments assigned by public interest bodies pursuant to article 16, paragraph 1, letter a) of Italian Legislative Decree No. 39 of 27 January 2010;
- the firm's corporate finance compliance manual (please note that the applicant is required to update its compliance manual to reflect the requirements of the Nomad Rules before submitting an application). For banks and investment firms this criterion shall be taken to be already satisfied.

When completing section 4 of this form, please provide brief details of any adverse or potentially adverse matters in respect of the applicant which have been brought to the attention of any of the relevant regulatory bodies listed in that section during the last 6 years.

When completing section 9 of this form with details of the applicant's profile, please provide documentary evidence to support the applicant's assertions. Borsa Italiana will expect the applicant to include, as a minimum:

- details of the applicant's principal activities (and of any exceptional factors which have affected these activities);
- a statement of the applicant's market position in these activities, when available;
- the business reasons for seeking approval as a nominated adviser;
- the applicant's business relationships with any existing nominated advisers or brokers on AIM Italia/Mercato Alternativo del Capitale (e.g. partnership);
- details of any legal or arbitration proceedings active, threatened or pending against the applicant or any member of its group which may have a significant effect on the reputation of the applicant.

Exemptions to the above information could be evaluated by Borsa Italiana in relation to the dimension, reputation and knowledge of the applicant with reference to its operability on the regulated markets.

Borsa Italiana will keep confidential all information provided to it by the applicant in relation to its application, except to the extent that disclosure of any or all of the information is necessary for the exercise of its regulatory functions, or is otherwise required by law.

Please return this form with all other documents required to:

BORSA ITALIANA S.p.A., Equity Market Listing, Piazza degli Affari, 6 - 20123 Milano

Nominated Adviser's Application Form – NAI1

1. Name of applicant:

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Trading name (if different):

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Address of principal place of business and registered office (please add an additional sheet if necessary to provide addresses of all offices providing corporate finance advice)

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Postcode:

Tel:	Fax:
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2. Nature of entity e.g. limited company (please include with the application copies of the company current by-laws):

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If a body corporate, state the applicant's country of incorporation:

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3. Name and position of contact at the applicant:

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Mobile phone:	E-mail address:
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Name, qualifications and any relevant experience of the applicant's Compliance Officer:

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Mobile phone:	E-mail address:
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4. Please indicate all current (and any former) regulating organisation(s) by which the applicant is regulated in all which the applicant provides corporate finance advice

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If appropriate, state the applicant's lead regulator:

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5. Has the applicant practised as its principal business the provision of corporate finance advice for at least two years?

Yes/No

6. Please provide a description of the "adequacy of staff", as foreseen in the Nomad Rules (e.g. in terms of number of staff dedicated to AIM Italia/Mercato Alternativo del Capitale and their qualifications).

7. Describe each of the applicant's "relevant transactions" (as mentioned in the Nomad Rules), in which the applicant has acted in a corporate finance advisory role within maximum the last 5 years*.

Transaction:	Role performed (indicating on which "regulated market" or other "major stock exchange of the world" each transaction took place):	Date of Transaction:

*Continue on a separate sheet where necessary.

8. Please provide any details which the applicant wishes the Exchange to take into account in assessing the commercial and regulatory performance to date of each of the applicant's client companies since the date of relevant transaction.

Name of applicant's client	Client's share price at the time of the relevant transaction and at the date of the application:	Any other relevant issues (including regulatory matters) affecting the client company (Yes/No). If yes please provide details on a separate sheet **.

** The Exchange may ask the applicant further questions about these clients.

9. Please provide a full statement of the applicant's profile.

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11. Please summarise what procedures and controls are in place to ensure that personnel do not act beyond their proper authority? (Please provide page references to the applicant's compliance manual). For banks and investment firms this section shall not be completed.

12. Is there any other information which you think may be relevant to Borsa Italiana in considering this application?

Yes/No

If the answer is yes, please give details on a separate sheet.

13. Nominated adviser's undertakings to Borsa Italiana (to be signed by applicant)

Name of nominated adviser applicant

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This Application and the legal relationships that derive from it are therefore to be understood as governed, pursuant to Articles 1341 and 1342 of the Civil Code, by the Rules for Nominated Advisers, the Rules for Companies, the Disciplinary Procedures and Appeals Handbook which the applicant declares it knows and accepts, having viewed them on Borsa Italiana's website. The Nominated Adviser undertakes to observe the subsequent amendments to the Rules and the related Notes.

The above applicant declares that all the information contained in this application form and otherwise supplied is complete, true, accurate and not misleading and that it has read the Rules for Nominated Advisers and believes that this application conforms to them (except as specifically notified to you with this application).

14. Privacy

The Nominated Adviser declares that it has viewed the information document provided on Borsa Italiana's website pursuant to Art. 13 of the Legislative Decree no. 196 of 30 June 2003.

15. Traceability of financial flows

- a) Borsa Italiana and the nominated adviser assume all obligations regarding the traceability of the financial flows provided by Law 136/2010, as subsequently amended and implemented (the "Traceability Obligations").
- b) The nominated adviser, if it is a awarding station pursuant to decree law 163/2006 (Code of public contracts for works, services and supplies), to ensure the enforcement of Article 3 of the Law 136/2010 and subsequent amendments, undertakes to communicate to Borsa Italiana by the form annexed to this application the identification bidding code (CIG) and, in case, the unique code of project (CUP) if not already sent to Borsa Italiana and where it is unnecessary to indicate new CIG and/or CUP codes.
- c) In particular, in fulfilling the Traceability Obligations, Borsa Italiana will communicate to the nominated adviser:
 - (i) the bank accounts details to be used, also non exclusively, for the payments to be made by the nominated adviser pursuant to the present application;
 - (ii) the personal details and the fiscal code of the persons delegated to operate on them, indicating the relevant role and powers, within 7 (seven) days from the creation of the accounts above or, in case of existing accounts, within 7 (seven) days from their first use in relation to the payments made by the nominated adviser.

Any possible amendment of the information indicated in points (i) and (ii) above, will have to be communicated by the nominated adviser within 7 (seven) days from occurrence.
- d) Borsa Italiana undertakes, in particular, to inform the nominated adviser and the Prefecture/Territorial office of the Government of the province where the nominated adviser has its registered office if it becomes aware of breaches by its contractual counterparties, if any, in relation to the Traceability Obligations.

These undertakings must be signed by two directors, partners or duly authorised officers of the applicant nominated adviser.

Signature of a partner, director or duly authorised officer, for and on behalf of the applicant:		
Name of signatories in block capitals:		
Date:		

Pursuant to and for the purposes of Articles 1341 and 1342 of the Civil Code, the applicant expressly accepts:

- **the following Articles of the Rules for Nominated Advisers:** rule 3 (Overriding principle of the preservation of the reputation and integrity of AIM Italia) rule 5 (Application fees), rule 7 (Appeals), rule 8 (Continuing eligibility), rule 10 (Payment of annual fees and notification requirements), rule 14 (Assisting and supporting an AIM Italia company), rule 16 (Liaison with Borsa Italiana), rule 24 (Disciplinary action against a nominated adviser) rule 25 (Moratorium on acting for further AIM Italia companies), rule 26 (Appeals by nominated advisers) e rule 27 (Publication of the removal of nominated adviser status).
- **the following Articles of the Disciplinary procedures and Appeals Handbook:** rule 2 (Measures against issuers and Nomads), art. 3 (Procedure for verifying violations), rule 4 (Challenging of measures), rule 5 (Disclosure to the public of measures), rule 8 (Disputes submitted to the courts), rule 9 (Other disputes), rule 10 (Appeals Board) e rule 11 (Board of Arbitration).

Signature of a partner, director or duly authorised officer, for and on behalf of the applicant:		
Name of signatories in block capitals:		

Date:		
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Traceability of financial flows

[ON HEADED PAPER OF THE NOMINATED ADVISER]

Subject: Traceability of Financial Flows

Dear Sirs,

in order to accomplish the obligations provided by Article 3 of Law 13th august 2010 n. 136 and subsequent amendments (hereinafter, "Law n. 136/2010"), the subscriber _____ (*legal representative or duly authorized person*), assuming any greater responsibility on the veracity of the declarations and statements below, on behalf of _____ (*Company name and legal form*), with registered office in _____ (*city*), _____ (*address*), Fiscal Code and VAT no. _____ (*hereinafter, the "Nominated adviser"*),

DECLARES THAT

- the nominated adviser could be included in the definition of «awarding station» as provided by article 3, paragraph n. 33, of the legislative decree 12th April 2006 n. 163 (hereinafter, "Code of public contracts for works, services and supplies") in order to accomplish the obligations provided by Article 3 of Law n. 136/2010 and subsequent amendments and, consequently, with reference to the relationship/s with Borsa Italiana,

COMMUNICATES THAT

- the Identification Bidding Code/s (CIG) is/are the following: _____;
- the Unique Project Code/s (CUP), where provided, is/are the following: _____.

(Place, Date)

(Signature of the legal representative or duly authorized person)