

# INSTRUCTIONS ACCOMPANYING THE RULES of the Markets organised and managed by Borsa Italiana S.p.A.

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6 February 2017

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



**London**  
Stock Exchange Group

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## TITLE IA.1

### APPLICATIONS FOR ADMISSION TO LISTING AND THE DOCUMENTATION TO BE ATTACHED <sup>1</sup>

#### MODEL APPLICATION FORM FOR ISSUERS NOT HAVING FINANCIAL INSTRUMENTS ADMITTED TO TRADING IN BORSA ITALIANA AFTER 2 JANUARY 1998

#### *Application for Listing of shares (excluding shares to be admitted on MIV market)*

#### Section 1 – The Issuer

Company name .....

with registered office in .....

Address ..... Post code .....

Tel. .... Fax .....

VAT no. .... Tax code .....

First name and family name of the legal representative or other duly authorised  
person .....

Position held in the company .....

#### WHEREAS

- Consob, in resolution no. 11091 of 12 December 1997, authorised Borsa Italiana S.p.A. to operate the regulated markets it organises and manages;
- the organisation and management of the Stock Exchange and the market for derivative financial instruments (IDEM) are governed by rules approved by the ordinary shareholders' meeting of Borsa Italiana S.p.A. on 11 December 1997 (hereinafter, as last amended, the "Rules");
- the Board of Directors of Borsa Italiana S.p.A. has approved the Instructions accompanying the Rules;
- Borsa Italiana S.p.A. ensures the confidentiality of any inside information communicated to it, including in connection with its examination of applications and in accordance with Title 2.6 of the Rules and the accompanying Instructions;
- the Company on ..... (date) in resolution no. ....  
appointed ..... to collaborate as sponsor in the present  
admission procedure and granted it the broadest powers pursuant to and for the  
purposes of Title 2.3 of the Rules until ..... (date)

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<sup>1</sup> For financial instruments issued by Borsa Italiana, Borsa Italiana shall submit an application for admission to listing drawn up in accordance with models equivalent to those of this title, insofar as applicable, and shall attach the documentation specified in Sections IA.1.1, IA.1.2 and IA.1.3 where this is provided for.

APPLIES

In accordance with Article 2.4.1 of the Rules, for the admission to listing of its shares by way of the procedure referred to in Article 2.4.2 [2.4.3] [2.4.4] [2.4.9] of the Rules, and undertakes to that end to transmit – via QUICK, the electronic service organised and managed by Borsa Italiana and accessible from the service’s website – the declarations, documents, information and data laid down in the Rules, which shall be an integral part of this Application for Listing, in conformity with the General Conditions for the supply of the QUICK Service.

The Issuer accordingly undertakes to recognise as its own the declarations, documents, information and data transmitted as above using the access codes (User IDs and passwords) assigned by Borsa Italiana S.p.A. and hold Borsa Italiana harmless from and against any liability in the event of communications made by unauthorised persons.

For the purpose of using the QUICK Service, the Issuer requests Borsa Italiana to authorise the following persons by sending access codes:

Authorising user of the Issuer

First name and family name.....  
Mobile phone no. .... Office phone no.....  
Fax ..... E-mail .....  
Position held in company .....

Authorising user of the Issuer

First name and family name.....  
Mobile phone no. .... Office phone no. ....  
Fax ..... E-mail .....  
Position held in company .....

Issuer’s operational user

First name and family name.....  
Mobile phone no. .... Office phone no. ....  
Fax ..... E-mail .....  
Position held in company .....

Communications from the Issuer shall be valid and effective only if validly approved by  one  two of the above authorising users of the Issuer.

In addition the Issuer declares that:

- an analogous application has been submitted to the regulated market of .....
- it is intended that an analogous application should be submitted within the next 12 months to the regulated market of .....

- it is not intended that an analogous application should be submitted within the next 12 months to any other regulated market.

In addition the Issuer 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.

### ***Traceability of financial flows***

1. Borsa Italiana and the Issuer assume all obligations regarding the traceability of the financial flows provided by Law 136/2010, as subsequently amended and implemented (the "Traceability Obligations").
2. The Issuer, if it is a awarding station pursuant to legislative decree no. 50 of 18 April 2016 and subsequent amendments, to ensure the enforcement of Article 3 of the Law 136/2010 and subsequent amendments, undertakes to communicate to Borsa Italiana by the form set out in Section 2 of 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.
3. In particular, in fulfilling the Traceability Obligations, Borsa Italiana will communicate to the Issuer:
  - (i) the bank accounts details to be used, also non exclusively, for the payments to be made by the Issuer 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 Issuer.Any possible amendment of the information indicated in points (i) and (ii) above, will have to be communicated by the Issuer within 7 (seven) days from occurrence.
4. Borsa Italiana undertakes, in particular, to inform the Issuer and the Prefecture/Territorial office of the Government of the province where the Issuer has its registered office if it becomes aware of breaches by its contractual counterparties, if any, in relation to the Traceability Obligations.

### ***Applicable rules and regulations***

In signing this Application for Listing, the Issuer undertakes to observe the provisions of the Rules and the Instructions, which it declares it knows and accepts, and to observe subsequent amendments to the Rules and the Instructions.

This Application for Listing 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, the Instructions and the General Conditions for the supply of the QUiCK Service which the Issuer declares it knows and accepts, having viewed them on Borsa Italiana's website.

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*(Place and date)*



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*(Signature of the legal representative or other duly authorised person)*

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*(First name and family name of the legal representative or other duly authorised person)*

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

- the following Articles of the Rules: 2.1.2 (Powers in relation to admission), 2.1.3 (General conditions for admission), 2.1.4 (Additional conditions for foreign issuers), 2.1.5 (Additional conditions for issues made by Italian issuers and subject to foreign law), 2.2.1 (Requirements for issuers of shares), 2.2.2 (Requirements for shares), 2.2.3 (Additional requirements for shares to qualify as Star shares), 2.2.4 (Certificates representing shares), 2.2.44 (Special distribution conditions), 2.3.1 (Appointment of sponsors), 2.3.2 (Intermediaries eligible to act as sponsors), 2.3.3 (Relationships between sponsors and issuers), 2.3.4 (Role of the sponsor in the case of admission of financial instruments), 2.3.5 (Obligations of specialists in the Star segment), 2.3.6 (Relationships between issuers and Star specialists), 2.3.7 (Disclosure), 2.4.1 (Applications for admission to listing), 2.4.5 (Negotiable rights), 2.5.1 (Suspension and revocation of listing), 2.5.2 (Revocation procedure), 2.5.3 (Publicity), 2.5.6 (Delisting upon request), 2.5.7 (Delisting upon request of foreign issuers), 2.6.1 (Relationships with issuers of listed financial instruments), 2.6.2 (Disclosure requirements), 2.6.5 (Communication of price-sensitive information), 2.6.6 (Obligations of issuers in the event of operations affecting trading in financial instruments), 2.6.7 (Manner of acquiring own shares in the market), 2.6.8 (Duration of tender offers), 2.6.10 (Measures against issuers), 2.6.11 (Procedure for verifying violations), 2.6.12 (Challenging of measures), 2.6.13 (Disclosure to the public of measures), 2.6.16 (Fees), 2.7.1 (Manner of fulfilling disclosure requirements vis-à-vis the public and Borsa Italiana by issuers of financial instruments), 6.1.1 (Controls and measures concerning trading), 6.1.2 (Measures concerning trading parameters, hours and phases), 7.1 (Jurisdiction), 7.2 (Disputes submitted to the courts), 7.3 (Other disputes), 7.4 (Appeals Board) and 7.5 (Board of Arbitration).
- the following provisions of the General Conditions for the supply of the QUiCK Service: Articles 1 (Object), 2 (Operational procedures for using the QUiCK Service), 3 (Obligations and guarantees of the parties), 4 (Duration), 7 (Liability), 9 (General provisions), 10 (Applicable law and jurisdiction)

---

*(Place and date)*

---

*(Signature of the legal representative or other duly authorised person)*

---

*(First name and family name of the legal representative or other duly authorised person)*

## **Section 2 - Traceability of financial flows**

[ON HEADED PAPER OF THE ISSUER]

Subject: Traceability of Financial Flows

Dear Sirs,

in order to accomplish the obligations provided by Article 3 of Law 13<sup>th</sup> 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 "Issuer"),

DECLARES THAT

- the Issuer could be included in the definition of «awarding station» as provided by the legislative decree no. 50 of 18 April 2016 and subsequent amendments 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:  
\_\_\_\_\_;
- all applications for admission to trading of the financial instruments issued by the undersigned Issuer shall be understood, until now, integrated by an indication of the relevant Identification Bidding Code/s (CIG) and, where applicable, the Unique Project Code/s (CUP).

\_\_\_\_\_  
(Place, Date)

\_\_\_\_\_  
(Signature of the legal representative or duly authorized person)

### **Section 3 – The Sponsor**

Company name .....  
with registered office in .....  
Trading office used for acting as sponsor (if different from the registered office)  
.....  
Address ..... Post code .....  
Tel. .... Fax .....

Type of firm:

- bank  
 investment firm

In addition the Sponsor 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.

#### ***Applicable rules and regulations***

In signing this Application for Listing, the Sponsor undertakes to observe the provisions of the Rules and the Instructions, and, in particular, the provisions of Title 2.3 of the Rules concerning the activity of sponsors, which it declares it knows and accepts, and to observe subsequent amendments to the Rules and the Instructions.

The Sponsor also undertakes to transmit – via QUICK, the electronic service organised and managed by Borsa Italiana and accessible from the service's website – the declarations, documents, information and data laid down in the Rules, which shall be an integral part of this Application for Listing, in conformity with the General Conditions for the supply of the QUICK Service.

The Sponsor accordingly undertakes to recognise as its own the declarations, documents, information and data transmitted as above using the access codes (User IDs and passwords) assigned by Borsa Italiana S.p.A. and holds Borsa Italiana harmless from and against any liability in the event of communications made by unauthorised persons.

For the purpose of using the QUICK Service, the Sponsor requests Borsa Italiana to authorise the following persons by sending access codes:

#### **Authorising user of the Sponsor**

First name and family name.....  
Mobile phone no. .... Office phone no .....  
Fax ..... E-mail .....  
Position held in company .....

#### **Authorising user of the Sponsor**

First name and family name.....

Mobile phone no. .... Office phone no. ....  
Fax ..... E-mail .....  
Position held in company .....

Sponsor's operational user

First name and family name.....  
Mobile phone no. .... Office phone no. ....  
Fax ..... E-mail .....  
Position held in company .....

Communications from the Sponsor shall be valid and effective only if validly approved by  one  two of the above authorising users of the Sponsor.

\_\_\_\_\_  
*(Place and date)*

\_\_\_\_\_  
*(Signature of the legal representative or other duly authorised person)*

\_\_\_\_\_  
*(First name and family name of the legal representative or other duly authorised person)*

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

- the following Articles of the Rules: 2.3.1 (Appointment of sponsors), 2.3.2 (Intermediaries eligible to act as sponsors), 2.3.3 (Relationships between sponsors and issuers), 2.3.4 (Role of the sponsor in the case of admission of financial instruments), 2.3.7 (Disclosure), 2.3.9 (Measure against sponsors), 2.3.10 (Procedure for verifying violations), 2.3.11 (Challenging of measures), 2.3.12 (Disclosure to the public of measures), 2.4.1 (Applications for admission to listing), 7.1 (Jurisdiction), 7.2 (Disputes submitted to the courts), 7.3 (Other disputes), 7.4 (Appeals Board) and 7.5 (Board of Arbitration).
- the following provisions of the General Conditions for the supply of the QUiCK Services: Articles 1 (Object), 2 (Operational procedures for using the QUiCK Service), 3 (Obligations and guarantees of the parties), 4 (Duration), 7 (Liability), 9 (General provisions), 10 (Applicable law and jurisdiction)

\_\_\_\_\_  
*(Place and date)*

\_\_\_\_\_  
*(Signature of the legal representative or other duly authorised person)*

\_\_\_\_\_  
*(First name and family name of the legal representative or other duly authorised person)*

## **Section 4 – The Specialist**

Company name .....  
with registered office in .....  
Member ID .....  
Tel. .... Fax .....  
Admitted to trading on the MTA market of the Stock Exchange .....  
Date appointed and duration of the engagement .....  
 The Specialist declares that it is not part of the group to which the issuer belongs or which is headed by the Issuer  
 The Specialist declares that the persons acting as specialist have adequate professional qualifications and know the rules governing and the manner of performing the activity of specialists and the related technical instruments.

### ***Applicable rules and regulations***

In signing this Application for Listing, the Specialist undertakes to observe the provisions of the Rules and the Instructions, and, in particular, the provisions of Title 2.3 of the Rules concerning the activity of specialists, which it declares it knows and accepts, and to observe subsequent amendments to the Rules and the Instructions.

\_\_\_\_\_  
*(Place and date)*

\_\_\_\_\_  
*(Signature of the legal representative or other duly authorised person)*

\_\_\_\_\_  
*(First name and family name of the legal representative or other duly authorised person)*

Pursuant to Articles 1341 and 1342 of the Civil Code, the Specialist expressly accepts: the following Articles of the Rules: 2.3.5 (Obligations of specialists in the Star segment), 2.3.14 (Star specialists' obligations), 3.4.3 (Measures to protect the market), 3.4.4 (Measures against market intermediaries), 3.4.5 (Procedures for verifying violations), 3.4.6 (Challenging of measures), 3.4.7 (Disclosure to the public of measures), 4.4.1 (Specialists), 6.1.1 (Controls and measures concerning trading), 7.1 (Jurisdiction), 7.2 (Disputes submitted to the courts), 7.3 (Other disputes), 7.4 (Appeals Board) and 7.5 (Board of Arbitration).

\_\_\_\_\_  
*(Place and date)*

\_\_\_\_\_  
*(Signature of the legal representative or other duly authorised person)*

\_\_\_\_\_  
*(First name and family name of the legal representative or other duly authorised person)*

The original of this Application for Listing, duly filled in and signed,  
must be mailed (and possibly sent in advance by fax) to:

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

**Fax +39 02 72426393**

**Application for listing**

**[this form shall apply to certificates representing shares, bond issued by local authorities, convertible bonds; covered bonds, asset backed securities (ABS), warrant and to the financial instruments traded on the MIV Market]**

(Company name and legal form) ..... (hereinafter the "Company"), with registered office in ..... (city), ..... (address), tax code ....., VAT no. .... in the person of ..... (legal representative or other duly authorised person)

WHEREAS

- Consob, in resolution no. 11091 of 12 December 1997, authorised Borsa Italiana S.p.A. to operate the regulated markets it organises and manages;
  - the organisation and management of the Stock Exchange and the market for derivative financial instruments (IDEM) are governed by rules approved by the ordinary shareholders' meeting of Borsa Italiana S.p.A. on 11 December 1997 (hereinafter, as last amended, the "Rules");
  - the Board of Directors of Borsa Italiana S.p.A. has approved the Instructions accompanying the Rules;
  - Borsa Italiana S.p.A. ensures the confidentiality of any inside information communicated to it, including in connection with its examination of applications and in accordance with Title 2.6 of the Rules and the accompanying Instructions;
  - the Company 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.
- [ - the Company on ..... with (instrument) ..... appointed ..... as Sponsor to collaborate in this admission procedure, granting it all the necessary powers in accordance with and for the purposes of Title 2.3 of the Rules until ..... ]

In consideration of the foregoing, the Company in the person of its legal representative or other duly authorised person,

APPLIES

in accordance with Article 2.4.1 of the Rules for the admission to listing of the following financial instruments:

.....  
.....  
.....  
.....

by means of the procedure referred to in Article 2.4.2 [2.4.3] [2.4.4] of the Rules.

DECLARES THAT

- an analogous application has been submitted to the regulated market of .....
- it is intended that an analogous application should be submitted within the next 12 months to the regulated market of .....
- it is not intended that an analogous application should be submitted within the next 12 months to any other regulated market.

***Traceability of financial flows***

1. Borsa Italiana and the Issuer assume all obligations regarding the traceability of the financial flows provided by Law 136/2010, as subsequently amended and implemented (the "Traceability Obligations").
2. The Issuer, if it is a "awarding station" pursuant to the legislative decree no. 50 of 18 April 2016 and subsequent amendments, to ensure the enforcement of Article 3 Law 136/2010 and subsequent amendments, undertakes to communicate to Borsa Italiana by the form annexed in the present Instructions 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.
3. In particular, in fulfilling the Traceability Obligations, Borsa Italiana will communicate to the Issuer:
  - (i) the bank accounts details to be used, also non exclusively, for the payments to be made by the Issuer 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 Issuer.Any possible amendment of the information indicated in points (i) and (ii) above, will have to be communicated by the Issuer within 7 (seven) days from occurrence.
4. Borsa Italiana undertakes, in particular, to inform the Issuer and the Prefecture/Territorial office of the Government of the province where the Issuer has its registered office) if it becomes aware of breaches by its contractual counterparties, if any, in relation to the Traceability Obligations.

The Issuer attaches the following documentation, which shall be an integral part of the application:

-

-

## AND UNDERTAKES

to observe the provisions of the Rules and the Instructions, which it declares it knows and accepts, and to observe subsequent amendments to the Rules and the Instructions.

*(place and date)*

---

*(Signature of the legal representative or other duly authorised person)*

Specifically approves, pursuant to Articles 1341 and 1342 of the Civil Code, the following Articles of the Rules: 2.1.2 (Powers in relation to admission), 2.1.3 (General conditions for admission), 2.1.4 (Additional conditions for foreign issuers), 2.1.5 (Additional conditions for issues made by Italian issuers and subject to foreign law), 2.2.4 (Certificates representing shares), 2.2.5 (Requirements for issuers of bonds), 2.2.6 (Requirements for local authorities), 2.2.7 (Requirements for bonds), Article 2.2.10 (Requirement for issuers of covered bonds), 2.2.11 (Requirements for covered bonds), 2.2.12 (Disclosure requirements for issuers), 2.2.15 (Requirements for issuers of warrants), 2.2.16 (Requirements for warrants), 2.2.31 (Requirements for issuers of asset-backed securities), 2.2.32 (Requirements for asset-backed securities), 2.2.33 (Information on the operation), 2.2.34 (Requirements for listing of units or shares of AIFs), 2.2.37 (Requirements for shares of SIVs), 2.2.38 (Requirements for SIVs), 2.2.39 (Requirements for shares), 2.2.43 (Other securities), 2.2.44 (Special distribution conditions), 2.3.1 (Appointment of sponsors), 2.3.2 (Intermediaries eligible to act as sponsors), 2.3.3 (Relationships between sponsors and issuers), 2.3.4 (Role of the sponsor in the case of admission of financial instruments), 2.3.7 (Disclosure), 2.4.1 (Applications for admission to listing), 2.4.5 (Negotiable rights), 2.5.1 (Suspension and revocation of listing), 2.5.2 (Revocation procedure), 2.5.3 (Publicity), 2.5.4 (Delisting of bonds upon request), 2.5.6 (Delisting upon request), 2.5.7 (Delisting upon request of foreign issuers), 2.6.1 (Relationships with issuers of listed financial instruments), 2.6.2 (Disclosure requirements), 2.6.3 (Additional requirements for investment companies), 2.6.4 (Additional obligations of issuers that exercise or have exercised the option referred to in Article 1(120) of Law 296/2006), 2.6.5 (Communication of price-sensitive information), 2.6.6 (Obligations of issuers in the event of operations affecting trading in financial instruments), 2.6.7 (Manner of acquiring own shares in the market), 2.6.8. (Duration of tender offers and of the execution of purchase obligations referred to in Article 108 of the Consolidated Law on Finance), 2.6.10 (Measures against issuers), 2.6.11 (Procedure for verifying violations), 2.6.12 (Challenging of measures), 2.6.13 (Disclosure to the public of measures), 2.6.16 (Fees), 2.7.1 (Manner of fulfilling disclosure requirements vis-à-vis the public and Borsa Italiana by issuers of financial instruments), 6.1.1 (Controls and measures concerning trading), 6.1.2 (Measures concerning trading parameters, hours and phases), 7.1 (Jurisdiction), 7.2 (Disputes submitted to the courts), 7.3 (Other disputes), 7.4 (Appeals Board) and 7.5 (Board of Arbitration).



*(Signature of the legal representative or other duly authorised person)*

Where the application refers to bonds guaranteed in accordance with Article 2.2.5, paragraph 5, of the Rules, it must be submitted and signed by the guarantor and countersigned by the issuer of the bonds.

Where the Company appoints a sponsor in accordance with Article 2.3.1 of the Rules, the latter must fill in the following part of the application form:

#### **Data concerning the Sponsor**

- Company name
- Registered office
- Address of the offices performing the activity of sponsor
- Tel.
- Fax
- Type of intermediary:
  - bank
  - investment firm
  
- the Sponsor 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.

In signing this application, the Sponsor undertakes to observe the provisions of the Rules and the Instructions, and, in particular, the provisions of Title 2.3, Chapter 2, of the Rules concerning the activity of sponsors, which it declares it knows and accepts, and to observe subsequent amendments to the Rules and the Instructions.

*(place and date)*

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*(Signature of the legal representative or other duly authorised person)*

The Sponsor specifically approves, pursuant to Articles 1341 and 1342 of the Civil Code, the following Articles of the Rules: 2.3.1 (Appointment of sponsors), 2.3.2 (Intermediaries eligible to act as sponsors), 2.3.3 (Relationships between sponsors and issuers), 2.3.4 (Role of the sponsor in the case of admission of financial instruments), 2.3.7 (Disclosure), 2.3.9 (Measure against sponsors), 2.3.10 (Procedure for verifying violations), 2.3.11 (Challenging of measure), 2.3.12 (Disclosure to the public measures), 2.4.1 (Applications for admission to listing), 7.1 (Jurisdiction), 7.2 (Disputes submitted to the courts), 7.3 (Other disputes), 7.4 (Appeals Board) and 7.5 (Board of Arbitration).

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*(Signature of the legal representative or other duly authorised person)*

**MODEL APPLICATION FORM FOR ISSUERS HAVING OTHER FINANCIAL INSTRUMENTS  
ALREADY ADMITTED TO TRADING IN BORSA ITALIANA AFTER 2 JANUARY 1998**

***Application for Listing of shares  
(excluding shares to be admitted on MIV market)***

**Section 1 – The Issuer**

Company name .....

with registered office in .....

Address ..... Post code .....

Tel. .... Fax .....

VAT no. .... Tax code .....

First name and family name of the legal representative or other duly authorised  
person .....

Position held in the company .....

**WHEREAS**

- Consob, in resolution no. 11091 of 12 December 1997, authorised Borsa Italiana S.p.A. to operate the regulated markets it organises and manages;
- the organisation and management of the Stock Exchange and the market for derivative financial instruments (IDEM) are governed by rules approved by the ordinary shareholders' meeting of Borsa Italiana S.p.A. on 11 December 1997 (hereinafter, as last amended, the "Rules");
- the Board of Directors of Borsa Italiana S.p.A. has approved the Instructions accompanying the Rules;
- Borsa Italiana S.p.A. ensures the confidentiality of any inside information communicated to it, including in connection with its examination of applications and in accordance with Title 2.6 of the Rules and the accompanying Instructions;
- the Company on ..... (date) in resolution no. ....  
appointed ..... to collaborate as sponsor in the present admission procedure and granted it the broadest powers pursuant to and for the purposes of Title 2.3 of the Rules until ..... (date)

**APPLIES**

In accordance with Article 2.4.1 of the Rules, for the admission to listing of its shares by way of the procedure referred to in Article 2.4.2 [2.4.3] [2.4.4] [2.4.9] of the Rules, and undertakes to that end to transmit – via QUICK, the electronic service organised and managed by Borsa Italiana and accessible from the service's website – the declarations, documents, information and data laid down in the Rules, which shall be an integral part of this Application for Listing, in conformity with the General Conditions for the supply of the QUICK Service.

The Issuer accordingly undertakes to recognise as its own the declarations,

documents, information and data transmitted as above using the access codes (User IDs and passwords) assigned by Borsa Italiana S.p.A. and hold Borsa Italiana harmless from and against any liability in the event of communications made by unauthorised persons.

For the purpose of using the QUICK Service, the Issuer requests Borsa Italiana to authorise the following persons by sending access codes:

Authorising user of the Issuer

First name and family name.....  
Mobile phone no. .... Office phone no. ....  
Fax ..... E-mail .....  
Position held in company .....

Authorising user of the Issuer

First name and family name.....  
Mobile phone no. .... Office phone no. ....  
Fax ..... E-mail .....  
Position held in company .....

Issuer's operational user

First name and family name.....  
Mobile phone no. .... Office phone no. ....  
Fax ..... E-mail .....  
Position held in company .....

Communications from the Issuer shall be valid and effective only if validly approved by  one  two of the above authorising users of the Issuer.

In addition the Issuer declares that:

- an analogous application has been submitted to the regulated market of .....
- it is intended that an analogous application should be submitted within the next 12 months to the regulated market of .....
- it is not intended that an analogous application should be submitted within the next 12 months to any other regulated market.

In addition the Issuer 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.

***Applicable rules and regulations***

In signing this Application for Listing, the Issuer undertakes to observe the provisions of the Rules and the Instructions, which it declares it knows and accepts, and to observe subsequent amendments to the Rules and the Instructions.

This Application for Listing 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, the Instructions and the General Conditions for the supply of the QUiCK Service which the Issuer declares it knows and accepts, having viewed them on Borsa Italiana's website.

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*(Place and date)*

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*(Signature of the legal representative or other duly authorised person)*

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*(First name and family name of the legal representative or other duly authorised person)*

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

- the following Articles of the Rules: 2.1.2 (Powers in relation to admission), 2.1.3 (General conditions for admission), 2.1.4 (Additional conditions for foreign issuers), 2.1.5 (Additional conditions for issues made by Italian issuers and subject to foreign law), 2.2.1 (Requirements for issuers of shares), 2.2.2 (Requirements for shares), 2.2.3 (Additional requirements for shares to qualify as Star shares), 2.2.4 (Certificates representing shares), 2.2.44 (Special distribution conditions), 2.3.1 (Appointment of sponsors), 2.3.2 (Intermediaries eligible to act as sponsors), 2.3.3 (Relationships between sponsors and issuers), 2.3.4 (Role of the sponsor in the case of admission of financial instruments), 2.3.5 (Obligations of specialists in the Star segment), 2.3.6 (Relationships between issuers and Star specialists), 2.3.7 (Disclosure), 2.4.1 (Applications for admission to listing), 2.4.5 (Negotiable rights), 2.5.1 (Suspension and revocation of listing), 2.5.2 (Revocation procedure), 2.5.3 (Publicity), 2.5.6 (Delisting upon request), 2.5.7 (Delisting upon request of foreign issuers), 2.6.1 (Relationships with issuers of listed financial instruments), 2.6.2 (Disclosure requirements), 2.6.5 (Communication of price-sensitive information), 2.6.6 (Obligations of issuers in the event of operations affecting trading in financial instruments), 2.6.7 (Manner of acquiring own shares in the market), 2.6.8 (Duration of tender offers), 2.6.10 (Measures against issuers), 2.6.11 (Procedure for verifying violations), 2.6.12 (Challenging of measures), 2.6.13 (Disclosure to the public of measures), 2.6.16 (Fees), 2.7.1 (Manner of fulfilling disclosure requirements vis-à-vis the public and Borsa Italiana by issuers of financial instruments), 6.1.1 (Controls and measures concerning trading), 6.1.2 (Measures concerning trading parameters, hours and phases), 7.1 (Jurisdiction), 7.2 (Disputes submitted to the courts), 7.3 (Other disputes), 7.4 (Appeals Board) and 7.5 (Board of Arbitration).
- the following provisions of the General Conditions for the supply of the QUiCK Service: Articles 1 (Object), 2 (Operational procedures for using the QUiCK Service), 3 (Obligations and guarantees of the parties), 4 (Duration), 7 (Liability), 9 (General provisions), 10 (Applicable law and jurisdiction)

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*(Place and date)*

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*(Signature of the legal representative or other duly authorised person)*

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*(First name and family name of the legal representative or other duly authorised person)*

Where the Company appoints a sponsor in accordance with Article 2.3.1 of the Rules, the latter must fill in the following part of the application form:

**Section 2 – The Sponsor**

Company name .....  
with registered office in .....  
Trading office used for acting as sponsor (if different from the registered office)  
.....  
Address ..... Post code .....  
Tel. ....Fax .....

- Type of firm:  
 bank  
 investment firm

In addition the Sponsor 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.

***Applicable rules and regulations***

In signing this Application for Listing, the Sponsor undertakes to observe the provisions of the Rules and the Instructions, and, in particular, the provisions of Title 2.3 of the Rules concerning the activity of sponsors, which it declares it knows and accepts, and to observe subsequent amendments to the Rules and the Instructions.

The Sponsor also undertakes to transmit – via QUiCK, the electronic service organised and managed by Borsa Italiana and accessible from the service’s website – the declarations, documents, information and data laid down in the Rules, which shall be an integral part of this Application for Listing, in conformity with the General Conditions for the supply of the QUiCK Service.

The Sponsor accordingly undertakes to recognise as its own the declarations, documents, information and data transmitted as above using the access codes (User IDs and passwords) assigned by Borsa Italiana S.p.A. and holds Borsa Italiana harmless from and against any liability in the event of communications made by unauthorised persons.

For the purpose of using the QUiCK Service, the Sponsor requests Borsa Italiana to authorise the following persons by sending access codes:

**Authorising user of the Sponsor**

First name and family name.....  
Mobile phone no. .... Office phone no. ....  
Fax ..... E-mail .....  
Position held in company .....

**Authorising user of the Sponsor**

First name and family name .....  
Mobile phone no. .... Office phone no. ....  
Fax ..... E-mail .....  
Position held in company .....

Sponsor's operational user

First name and family name .....  
Mobile phone no. .... Office phone no. ....  
Fax ..... E-mail .....  
Position held in company .....

Communications from the Sponsor shall be valid and effective only if validly approved by  one  two of the above authorising users of the Sponsor.

\_\_\_\_\_  
*(Place and date)*

\_\_\_\_\_  
*(Signature of the legal representative or other duly authorised person)*

\_\_\_\_\_  
*(First name and family name of the legal representative or other duly authorised person)*

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

- the following Articles of the Rules: 2.3.1 (Appointment of sponsors), 2.3.2 (Intermediaries eligible to act as sponsors), 2.3.3 (Relationships between sponsors and issuers), 2.3.4 (Role of the sponsor in the case of admission of financial instruments), 2.3.7 (Disclosure), 2.3.9 (Measure against sponsors), 2.3.10 (Procedure for verifying violations), 2.3.11 (Challenging of measures), 2.3.12 (Disclosure to the public of measures), 2.4.1 (Applications for admission to listing), 7.1 (Jurisdiction), 7.2 (Disputes submitted to the courts), 7.3 (Other disputes), 7.4 (Appeals Board) and 7.5 (Board of Arbitration).
- the following provisions of the General Conditions for the supply of the QUiCK Services: Articles 1 (Object), 2 (Operational procedures for using the QUiCK Service), 3 (Obligations and guarantees of the parties), 4 (Duration), 7 (Liability), 9 (General provisions), 10 (Applicable law and jurisdiction)

\_\_\_\_\_  
*(Place and date)*

\_\_\_\_\_  
*(Signature of the legal representative or other duly authorised person)*

\_\_\_\_\_  
*(First name and family name of the legal representative or other duly authorised person)*

### **Section 3 – The Specialist**

Company name .....

with registered office in .....

Member ID .....

Tel. ....Fax .....

Admitted to trading on the MTA market of the Stock Exchange .....

Date appointed and duration of the engagement .....

The Specialist declares that it is not part of the group to which the issuer belongs or which is headed by the Issuer

The Specialist declares that the persons acting as specialist have adequate professional qualifications and know the rules governing and the manner of performing the activity of specialists and the related technical instruments.

#### ***Applicable rules and regulations***

In signing this Application for Listing, the Specialist undertakes to observe the provisions of the Rules and the Instructions, and, in particular, the provisions of Title 2.3 of the Rules concerning the activity of specialists, which it declares it knows and accepts, and to observe subsequent amendments to the Rules and the Instructions.

\_\_\_\_\_  
*(Place and date)*

\_\_\_\_\_  
*(Signature of the legal representative or other duly authorised person)*

\_\_\_\_\_  
*(First name and family name of the legal representative or other duly authorised person)*

Pursuant to Articles 1341 and 1342 of the Civil Code, the Specialist expressly accepts: the following Articles of the Rules: 2.3.5 (Obligations of specialists in the Star segment), 2.3.14 (Star specialists' obligations), 3.4.3 (Measures to protect the market), 3.4.4 (Measures against market intermediaries), 3.4.5 (Procedures for verifying violations), 3.4.6 (Challenging of measures), 3.4.7 (Disclosure to the public of measures), 4.4.1 (Specialists) 6.1.1 (Controls and measures concerning trading), 7.1 (Jurisdiction), 7.2 (Disputes submitted to the courts), 7.3 (Other disputes), 7.4 (Appeals Board) and 7.5 (Board of Arbitration).



*(Place and date)*

\_\_\_\_\_  
*(Signature of the legal representative or other duly authorised person)*

\_\_\_\_\_  
*(First name and family name of the legal representative or other duly authorised person)*

The original of this Application for Listing, duly filled in and signed,  
must be mailed (and possibly sent in advance by fax) to:

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

**Fax +39 02 72426393**

**Application for listing**  
**[this forms shall apply to certificates representing shares, bond issued by local authorities, convertible bonds; covered bonds, asset backed securities (ABS), warrant and to the financial instruments traded on the MIV Market]**

(Company name and legal form) ..... (hereinafter the "Company"), with registered office in ..... (city), ..... (address), tax code ....., VAT no. .... in the person of ..... (legal representative or other duly authorised person)

APPLIES

in accordance with Article 2.4.1 of the Rules for the admission to listing of the following financial instruments:

.....  
.....  
.....  
.....

by means of the procedure referred to in Article 2.4.2 [2.4.3] [2.4.4] of the Rules.

DECLARES THAT

- an analogous application has been submitted to the regulated market of .....
- it is intended that an analogous application should be submitted within the next 12 months to the regulated market of .....
- it is not intended that an analogous application should be submitted within the next 12 months to any other regulated market.

Accordingly, attaches the following documentation, which shall be an integral part of the application:

- application for admission to listing of .....

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*(Signature of the legal representative or other duly authorised person)*

Specifically approves, pursuant to Articles 1341 and 1342 of the Civil Code, the following Articles of the Rules: 2.1.2 (Powers in relation to admission), 2.1.3 (General conditions for admission), 2.1.4 (Additional conditions for foreign

issuers), 2.1.5 (Additional conditions for issues made by Italian issuers and subject to foreign law), 2.2.4 (Certificates representing shares), 2.2.5 (Requirements for issuers of bonds), 2.2.6 (Requirements for local authorities), 2.2.7 (Requirements for bonds), 2.2.10 (Requirements for issuers of covered bonds), 2.2.11 (Requirements for covered bonds), 2.2.12 (Disclosure requirements for issuers), 2.2.15 (Requirements for issuers of warrants), 2.2.16 (Requirements for warrants), 2.2.31 (Requirements for issuers of asset-backed securities), 2.2.32 (Requirements for asset-backed securities), 2.2.33 (Information on the operation), 2.2.34 (Requirements for listing of units or shares of AIFs), 2.2.37 (Requirements for shares of SIVs); 2.2.38 (Requirements for SIVs), 2.2.39 (Requirements for shares), 2.2.40 (Other securities), 2.2.44 (Special distribution conditions), 2.3.1 (Appointment of sponsors), 2.3.2 (Intermediaries eligible to act as sponsors), 2.3.3 (Relationships between sponsors and issuers), 2.3.4 (Role of the sponsor in the case of admission of financial instruments), 2.3.7 (Disclosure), 2.4.1 (Applications for admission to listing), 2.4.5 (Negotiable rights), 2.5.1 (Suspension and revocation of listing), 2.5.2 (Revocation procedure), 2.5.3 (Publicity), 2.5.4 (Delisting of bonds upon request), 2.5.6 (Delisting upon request), 2.5.7 (Delisting upon request of foreign issuers), 2.6.1 (Relationships with issuers of listed financial instruments), 2.6.2 (Disclosure requirements), 2.6.3 (Additional requirements for investment companies), 2.6.4 (Additional obligations of issuers that exercise or have exercised the option referred to in Article 1(120) of Law 296/2006), 2.6.5 (Communication of price-sensitive information), 2.6.6 (Obligations of issuers in the event of operations affecting trading in financial instruments), 2.6.7 (Manner of acquiring own shares in the market), 2.6.8 (Duration of tender offers and of the execution of purchase obligations referred to in Article 108 of the Consolidated Law on Finance), 2.6.10 (Measures against issuers), 2.6.11 (Procedure for verifying violations), 2.6.12 (Challenging of measures), 2.6.13 (Disclosure to the public of measures), 2.6.16 (Fees), 2.7.1 (Manner of fulfilling disclosure requirements vis-à-vis the public and Borsa Italiana by issuers of financial instruments), 4.4.1 (Specialists), 6.1.1 (Controls and measures concerning trading), 6.1.2 (Measures concerning trading parameters, hours and phases), 7.1 (Jurisdiction), 7.2 (Disputes submitted to the courts), 7.3 (Other disputes), 7.4 (Appeals Board) and 7.5 (Board of Arbitration).

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*(Signature of the legal representative or other duly authorised person)*

Where the application refers to bonds guaranteed in accordance with Article 2.2.5, paragraph 5, of the Rules, it must be submitted and signed by the guarantor and countersigned by the issuer of the bonds.

Where the application refers to the initial admission of financial instruments referred to in Article 2.3.1 of the Rules, the following part must be filled in by the Sponsor:

**Data concerning the Sponsor**

- Company name
- Registered office
- Address of the offices performing the activity of sponsor
- Tel.

- Fax
- Type of intermediary:
  - bank
  - investment firm
- the Sponsor 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.

In signing this application, the Sponsor undertakes to observe the provisions of the Rules and the Instructions, and, in particular, the provisions of Title 2.3 concerning the activity of sponsors, which it declares it knows and accepts, and to observe subsequent amendments to the Rules and the Instructions.

*(place and date)*

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*(Signature of the legal representative or other duly authorised person)*

The Sponsor specifically approves, pursuant to Articles 1341 and 1342 of the Civil Code, the following Articles of the Rules: 2.3.1 (Appointment of sponsors), 2.3.2 (Intermediaries eligible to act as sponsors), 2.3.3 (Relationships between sponsors and issuers), 2.3.4 (Role of the sponsor in the case of admission of financial instruments), 2.3.7 (Disclosure), 2.3.9 (Measure against sponsors), 2.3.10 (Procedure for verifying violations), 2.3.11 (Challenging of measure), 2.3.12 (Disclosure to the public measures), 2.4.1 (Applications for admission to listing), 7.1 (Jurisdiction), 7.2 (Disputes submitted to the courts), 7.3 (Other disputes), 7.4 (Appeals Board) and 7.5 (Board of Arbitration).

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*(Signature of the legal representative or other duly authorised person)*

THE APPLICATION MUST BE SENT USING THE SPECIAL ELECTRONIC VENUE MADE AVAILABLE BY BORSA ITALIANA. THE PAPER-BASED APPLICATION FORM GIVEN BELOW MAY BE SENT ONLY SUBJECT TO PRIOR AUTHORISATION OF BORSA ITALIANA. IN CASE OF ANY DISCREPANCIES OR INCOMPATIBILITIES FOUND BETWEEN THE CONTENTS OF THE APPLICATION IN THE INSTRUCTIONS AND OF THE CONTENTS OF THE ELECTRONIC VENUE THE CONTENT OF THE RULES AND INSTRUCTIONS SHALL PREVAIL

## MODEL APPLICATION FORM FOR THE SEDEX MARKET

### Application for admission to trading in the SeDeX market

The ..... (Company name and legal form) (hereinafter the "Issuer"), with registered office in ..... (city), ..... (address), tax code ....., VAT no. .... in the person of ..... (legal representative or other duly authorised person):

and where applicable

The ..... (Company name and legal form) (hereinafter the "guarantor"), with registered office in ..... (city), ..... (address), tax code ....., VAT no. .... in the person of ..... (legal representative or other duly authorised person):

### WHEREAS

- Consob, in resolution no. 11091 of 12 December 1997, authorised Borsa Italiana S.p.A. to operate the regulated markets it organises and manages;
- the organisation and management of the Stock Exchange and the market for derivative financial instruments (IDEM) are governed by rules approved by the ordinary shareholders' meeting of Borsa Italiana S.p.A. on 11 December 1997 (hereinafter, as last amended, the "Rules");
- the Board of Directors of Borsa Italiana S.p.A. has approved the Instructions accompanying the Rules;
- Borsa Italiana S.p.A. ensures the confidentiality of any inside information communicated to it, including in connection with its examination of applications and in accordance with Title 2.6 of the Rules and the accompanying Instructions;
- the Issuer [or the Guarantor] 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.

In consideration of the foregoing, the Issuer and the guarantor in the person of its legal representative or other duly authorised person,

APPLY

in accordance with Article 2.4.1 of the Rules for the admission to listing of the following financial instruments \_\_\_\_\_ :

Issued or to be issued on the basis of a prospectus	
<input type="checkbox"/>	Approved by _____ (competent authority) on _____ (date) and transmitted to Consob (where applicable) on _____ (date).
<input type="checkbox"/>	Not yet approved but submitted for approval to _____ (competent authority) on _____ (date)

by means of the procedure referred to in Article

- 2.4.2
- 2.4.3 or
- 2.4.3 paragraph 7, preceded by the distribution phase

DECLARE THAT

THE ISSUER DECLARES THAT:

THE ISSUER	DECLARES THAT
<input type="checkbox"/>	is duly incorporated and that the issue is taking place in execution of a resolution validly taken in compliance with the applicable legal provisions as well as with the bylaw;
<input type="checkbox"/>	the financial instruments are already listed at _____ (regulated market of the UE)
<input type="checkbox"/>	the financial instruments to be admitted to listing are freely negotiable and subject to the rules governing the form, entitlement and circulation of dematerialised securities in the case of issues made under Italian law or to the corresponding provisions of the law of the foreign country in which the financial instruments are issued;
<input type="checkbox"/>	<p>the financial instruments to be admitted to listing can be settled via the settlement system of:</p> <ul style="list-style-type: none"> <li><input type="checkbox"/> Monte Titoli S.p.A.</li> <li><input type="checkbox"/> Euroclear and Clearstream Banking Luxembourg</li> </ul> <p>on the deposit accounts opened with the central depository (this declaration, when not filed at the time of filing of this application, it shall be rendered to Borsa Italiana before the admission decision);</p>

THE GUARANTOR OR, IF NO GUARANTOR IS PRESENT, THE ISSUER DECLARES THAT:

THE GUARANTOR	THE ISSUER	DECLARES THAT
<input type="checkbox"/>		the Guarantor is duly incorporated and that the unconditional and irrevocable guarantee was executed in the execution of a resolution validly taken in compliance with the applicable legal provisions as well as with the bylaw
<input type="checkbox"/>	<input type="checkbox"/>	mandate for the statutory audit of the financial statement for the current year was given to the following statutory auditor or statutory auditing company

		_____ : (this declaration is not required in case of Issuer or Guarantors having other instruments admitted on the markets organised and managed by Borsa Italiana)
<input type="checkbox"/>	<input type="checkbox"/>	if the statutory audit mandate expired on _____ and a new mandate has not been given yet, the Guarantor or if no Guarantor is present, the Issuer, undertakes expressly to give such mandate to a statutory auditor or a statutory auditing company as soon as possible (this declaration is not necessary in case of issuers or guarantors having other instruments admitted on the markets organised and managed by Borsa Italiana)
<input type="checkbox"/>	<input type="checkbox"/>	is subject to prudential supervisory and possesses a supervisory capital for at least 25 million euros;
<input type="checkbox"/>	<input type="checkbox"/>	its risk management and control system conforms with the applicable prudential supervisory regulations;
<input type="checkbox"/>	<input type="checkbox"/>	the Issuer and/or the Guarantor and/or the issue received a rating as per article 2.2.20, paragraph 4, of the Rules and IA.2.4.1 of the Instructions: [indicate for each rating the following elements: subject issuing the rating; subject and/or the financial instrument with respect to which the rating was issued; the rating assigned; the date in which the rating was given] _____ _____
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/> undertakes the commitment as per articles 4.4.1 of the Rules and IA.7.4.1 of the Instructions and declares that the persons acting as specialist have adequate professional qualification and know the rules governing and the manner performing the activity of specialists and the related technical instruments; <input type="checkbox"/> if applies for the request referred to in Article IA.7.4.1, paragraph 6, explain the reasons ..... alternatively; <input type="checkbox"/> appointed a third party (specialist) who is undertaking the commitment of articles 4.4.1 of the Rules and IA.7.4.1 of the Instructions (in this case, the third party must fill the Section regarding the Specialist); <input type="checkbox"/> if applies for the request referred to in Article IA.7.4.1, paragraph 6, explain the reasons .....
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/> In case of previous distribution phase via the market as referred in to article 2.4.3, paragraph 7 of the Rules, the intermediary or intermediaries appointed for sale: _____
<input type="checkbox"/>	<input type="checkbox"/>	the officer responsible for relations with Borsa Italiana information department referred to in Article 2.6.1, paragraph 4, of the Rules and his/her substitute are: Name: _____ Family name: _____ Company: _____ Role in the company: _____ Office phone: _____ Cell. Phone: _____

		<p>E-mail _____</p> <p>The substitute is:  Name: _____  Family name: _____  Company: _____  Role in the company: _____  Office phone: _____  Cell. Phone: _____  E-mail _____</p> <p>The same information is also provided in the processable format provided by Borsa Italiana.</p>
<input type="checkbox"/>	<input type="checkbox"/>	for financial instruments that provide for the resolution of the contract when the price of the underlying reaches certain levels, undertakes to notify Borsa Italiana without delay of the time (hour, minute and second) at which the resolatory condition is fulfilled: for this purpose the Guarantor or the Issuer will use the scheme containing the specific commitments and the operating instructions defined, from time to time, by Borsa Italiana taking into account the characteristics of the instruments
<input type="checkbox"/>	<input type="checkbox"/>	for financial instruments that provide for changes to the original contractual conditions when the price of the underlying reaches a given level, undertakes to notify Borsa Italiana of the occurrence of the event by the end of the day on which it occurred: for this purpose the Guarantor or the Issuer will use the scheme containing the specific commitments and the operating instructions defined, from time to time, by Borsa Italiana taking into account the characteristics of the instruments
<input type="checkbox"/>	<input type="checkbox"/>	undertakes for the financial instruments that provide for the issuer the possibility of early redemption to notify Borsa Italiana as soon as known and not after the time limit referred to in Article IA.2.2.4, the planned date for the redemption
<input type="checkbox"/>	<input type="checkbox"/>	undertakes, pursuant to Article 2.2.22, paragraph 1(d), of the Rules, to notify the adjustments referred to therein to Borsa Italiana at least two days before the date on which they will become effective, together with such date and the methods used to determine them;
<input type="checkbox"/>	<input type="checkbox"/>	<p>the Guarantor or the Issuer subject to foreign law shall attach a declaration confirming that the last two sets of annual accounts approved and published (or of the last annual accounts if the issuer has been in operation for a shorter period), including the consolidated accounts, filed with Borsa Italiana are complete with all of the relevant attachments required for by the law to which the Guarantor or Issuer is subject and are certified copies of the originals;</p> <p>(this declaration is not required in case of Guarantors or Issuers having other instruments already admitted on the markets organised and managed by Borsa Italiana).</p>
<input type="checkbox"/>	<input type="checkbox"/>	<p>the availability to the public of a reliable and up-to-date price or some other measure of value of the underlying assets, referred to in Article 2.2.21, paragraph 1, is:</p> <p><input type="checkbox"/> assured as follow : _____</p>

THE GUARANTOR	THE ISSUER	REQUESTS (fill only when applicable)
<input type="checkbox"/>	<input type="checkbox"/>	The admission of financial instruments having a maturity of more than 5 years to listing since sufficient information is available for the determination of the



		instrument's price.  (only for the financial instruments referred to in Article IA.7.2.1(1), letters a) and b) of the Instructions)
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THE ISSUER SUBJECT TO FOREIGN LAW WITHOUT INSTRUMENTS ALREADY LISTED IN A MARKET MANAGED BY BORSA ITALIANA, FURTHER DECLARES THAT:

THE ISSUER	DECLARES THAT
<input type="checkbox"/>	it is duly incorporated and that its articles of incorporation and bylaws conform with the laws and regulations to which it is subject
<input type="checkbox"/>	Exclusively limited for the issuer under foreign law of a non-EU country and that has not securities listed on other regulated markets of other EU countries there are no impediments to the substantial observance by the issuer of the provisions contained in these Rules, in laws and other regulations to which they are subject concerning the information that issuers of financial instruments admitted to listing must make available to the public, the Consob and Borsa Italiana; this declaration is rendered and supported by a legal opinion issued by a lawyer licensed to practice in the country in which the issuer has its headquarters (the legal opinion must be attached to the application).

THE GUARANTOR SUBJECT TO FOREIGN LAW WITHOUT INSTRUMENTS ALREADY LISTED IN A MARKET MANAGED BY BORSA ITALIANA, FURTHER DECLARES THAT:

THE GUARANTOR	DECLARES THAT
<input type="checkbox"/>	It is duly incorporated and that its articles of incorporation and bylaws conform with the laws and regulations to which it is subject
<input type="checkbox"/>	Exclusively limited for the guarantor under foreign law of a non-EU country and that has not securities listed on other regulated markets of other EU countries there are no impediments to the substantial observance by the guarantor of the provisions contained in these Rules, in laws and other regulations to which they are subject concerning the information that issuers of financial instruments admitted to listing must make available to the public, the Consob and Borsa Italiana; this declaration is rendered and supported by a legal opinion issued by a lawyer licensed to practice in the country in which the issuer has its headquarters (the legal opinion must be attached to the application).

IN THE CASE OF SECURITISED DERIVATIVE FINANCIAL INSTRUMENTS SUBJECT TO THE LAW OF A FOREIGN COUNTRY THE ISSUER FURTHER DECLARES THAT:

THE ISSUER	DECLARES THAT
<input type="checkbox"/>	the financial instruments for which application for listing has been made were issued in compliance with the laws, regulations and every other applicable provision and conform with the laws and regulations to which they are subject, also as regards their representation in paper form where applicable
<input type="checkbox"/>	there are no impediments of any kind to the exercise of all the rights attaching to the financial instruments for which application for listing has been made by all the holders who are in identical conditions

### **Traceability of financial flows**

1. Borsa Italiana and the Issuer [and the Guarantor, if present] assume all obligations regarding the traceability of the financial flows provided by Law 136/2010, as subsequently amended and implemented (the "Traceability Obligations").
2. The Issuer [and the Guarantor, if present], if it is a "awarding station" pursuant to the legislative decree no. 50 of 18 April 2016 and subsequent amendments, to ensure the enforcement of Article 3 of Law 136/2010 and subsequent amendments, undertakes to communicate to Borsa Italiana by the form Annex 1 in the present Instructions 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.
3. In particular, in fulfilling the Traceability Obligations, Borsa Italiana will communicate to the Issuer [and the Guarantor, if present]:
  - (i) the bank accounts details to be used, also non exclusively, for the payments to be made by the Issuer [and the Guarantor, if present] 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 Issuer [and the Guarantor, if present].Any possible amendment of the information indicated in points (i) and (ii) above, will have to be communicated by the Issuer [and the Guarantor, if present] within 7 (seven) days from occurrence.
4. Borsa Italiana undertakes, in particular, to inform the Issuer [and the Guarantor, if present] and the Prefecture/Territorial office of the Government of the province where the Issuer [and the Guarantor, if present] has its registered office) if it becomes aware of breaches by its contractual counterparties, if any, in relation to the Traceability Obligations.

\* \* \*

The documentation attached below forms an integral part of this application for listing:

EXIBIT N.	ATTACHMENTS
<input type="checkbox"/> N. 1	A draft of the prospectus, including any annexes, or a copy of the prospectus approved by the competent authority with details of the approval. New versions of such draft or supplements must be sent promptly to Borsa Italiana.
<input type="checkbox"/> N. 2	A summary table with the features of the financial instruments drawn up in accordance with the format and model drawn up by Borsa Italiana in accordance with the characteristics of the instrument. (Any features that have not been decided at the time the application is submitted must be transmitted as soon as they become available and in any case prior to the admission decision. An exception to this rule concerns strike prices, which may be communicated later, although prior to the Notice in which

	Borsa Italiana sets the date for commencement of trading, where they have been communicated as a percentage of the underlying financial instrument prior to the admission decision).
<input type="checkbox"/> N. 3	<p>Copies of the last two sets of approved and published annual accounts (or of the last annual accounts if the issuer has been in operation for a shorter period), including the consolidated accounts where the issuer is required to draw them up, accompanied by the annexes prescribed by law. In the case of recently created issuers, balance sheet and income statement for a period of less than one year provided they have been audited by a statutory auditor or a statutory auditing company (of the Guarantor if present, otherwise of the Issuer)</p> <p>(this attachment is not required to Guarantor or Issuer having other instruments already admitted on the markets organised and managed by Borsa Italiana).</p>
<input type="checkbox"/> N. 4	<p>Where the financial instruments are unconditionally and irrevocably guaranteed by a guarantor, it is attached a copy of the last annual account of the Issuer of the financial instruments, with a copy of the report on the statutory audit on the annual account if present</p> <p>(this attachment is not required in case of issuers having other instruments already admitted on the markets organised and managed by Borsa Italiana).</p>
<input type="checkbox"/> N. 5	<p>Where not included in other documents, copy of the report of the statutory auditor or the statutory auditing company the last two audited financial accounts and, where they exist, of the two preceding years. (of the Guarantor where present, otherwise of the Issuer);</p> <p>(this attachment is not required to Guarantor or Issuer having other instruments already admitted on the markets organised and managed by Borsa Italiana).</p>
<input type="checkbox"/> N. 6	<p>Where the closing date of the last of the annual accounts is more than 9 months before the date of the admission decision, an interim balance sheet and income statement of the Guarantor if present, otherwise of the Issuer, on a solo and a consolidated basis where applicable — drawn up on the basis of the formats in force for listed companies and accompanied by explanatory notes — with reference to at least the 6 months subsequent to the closing date of the last annual accounts and compared with the corresponding period of the previous financial year (of the Guarantor where present, otherwise of the Issuer )</p> <p>(this attachment is not required in case of issuers having other instruments already admitted on the markets organised and managed by Borsa Italiana).</p> <p>Taking account of the planned date for the start of trading, Borsa Italiana may request balance sheet and income statement for a period ending on a different date, which shall be more recent than the closing date of the latest annual accounts or the end of the six months subsequent to such closing date. In this cases attach the accounts at the different date requested by Borsa Italiana.</p>
<input type="checkbox"/> N. 7	Where required by Borsa Italiana, pursuant article 2.2.21, paragraph 2, of the Rules, attach a legal opinion issued by a lawyer licensed to practice in Italy or in the country in which the underlying financial instruments is traded attesting the existence in such a jurisdiction of rules substantially equivalent to those in force in Italy concerning the information to be made available to the public and to the regulatory authority by the issuer of the underlying.
<input type="checkbox"/> N. 8	Exclusively limited for the issuer under foreign law of a non-EU country and that has not securities listed on other regulated markets of other EU countries legal opinion in which is confirmed that for the Issuer subject to foreign law there are no impediments to the substantial observance by the Issuer of the provisions contained in these Rules, in laws and other regulations to which they are subject concerning the information that issuers of financial instruments admitted to listing must make available to the public, the Consob and Borsa Italiana.
<input type="checkbox"/> N. 9	Exclusively limited for the guarantor under foreign law of a non-EU country and that has not securities listed on other regulated markets of other EU countries legal opinion in which is confirmed that for the Guarantor subject to foreign law there are no impediments to the substantial observance by it of the provisions contained in these Rules, in laws and other regulations to which they are subject concerning the information that issuers of financial instruments admitted to listing must make available to the public, the Consob and Borsa Italiana.
<input type="checkbox"/> N. 10	Where the assets underlying the financial instruments consist of assets referred to in Article IC.1.1 paragraph 1(f), of the Instructions, details of the method of calculating and managing the indexes must be attached if these are not already adequately set out in the prospectus.

<input type="checkbox"/> N. 11	a copy of the contract of guarantee with a declaration by its legal representative attesting that it is a true copy of the prevailing originals (in case of guaranteed issue).
<input type="checkbox"/> N. 12	<p>Declaration that the contract has been signed with a SDIR included among the list of authorised persons kept by Consob or, alternatively, if the issuer does not use a SDIR for the public disclosure of regulated information, a declaration that the issuer has chosen to disclose regulated information on its own pursuant to Article 65-<i>sexies</i> of Consob Regulation 11971/1999.</p> <p>The declaration must be renewed without delay if a new SDIR is chosen to replace the SDIR previously chosen or after the issuer's decision to disclose regulated information on its own.</p> <p>This declaration is required only in the case of issuer of securities as defined by Article 65, paragraph 1, letter b) of Consob Regulation 11971/1999.</p>

Borsa Italiana may, for the purposes of its examination and also during the same, request the issuer to provide additional information, clarifications and documentation with respect to that prescribed. Borsa Italiana may also agree to the omission of information or documents referred to in the preceding points, where such data or documents can be considered superfluous or are already contained in other documentation submitted by the issuer. In this case the additional information, clarifications or documents requested by Borsa Italiana shall be provided, and, where authorized by Borsa Italiana, information and documents superfluous or already contained in other documentation filed may be omitted.

#### AND UNDERTAKES

to observe the provisions of the Rules and the Instructions, which it declares it knows and accepts, and to observe subsequent amendments to the Rules and the Instructions.

THE ISSUER	THE GUARANTOR
<p><i>(place and date)</i></p> <hr/>	<p><i>(place and date)</i></p> <hr/>
<p><i>(Signature of the legal representative or other duly authorised person)</i></p>	<p><i>(Signature of the legal representative or other duly authorised person)</i></p>

Specifically approves, pursuant to Articles 1341 and 1342 of the Civil Code, the following Articles of the Rules: 2.1.2 (Powers in relation to admission), 2.1.3 (General conditions for admission), 2.1.4 (Additional conditions for foreign issuers), 2.1.5 (Additional conditions for issues made by Italian issuers and subject to foreign law), 2.2.20 (Requirements for issuers of securitised derivative financial instruments), 2.2.21 (Underlying assets), 2.2.22 (Requirements for securitised derivative financial instruments), 2.4.1 (Applications for admission to listing), 2.4.3 (Procedure for admission to listing in the case of a simultaneous public offering aimed at the distribution of financial instruments), 2.4.6 (Procedure for the admission to listing of bonds and securitised derivative financial instruments issued under a issue programme), 2.5.1 (Suspension and revocation of listing), 2.5.2 (Revocation procedure), 2.5.3 (Publicity), 2.5.5 (Delisting upon request from the SEDEX market),

2.6.1 (Relationships with issuers of listed financial instruments), 2.6.2 (Disclosure requirements), 2.6.5 (Communication of price-sensitive information), 2.6.6 (Obligations of issuers in the event of operations affecting trading in financial instruments), 2.6.10 (Measures against issuers), 2.6.11 (Procedure for verifying violations), 2.6.12 (Challenging of measures), 2.6.13 (Disclosure to the public of measures), 2.6.16 (Fees), 2.7.1 (Manner of fulfilling disclosure requirements vis-à-vis the public and Borsa Italiana by issuers of financial instruments), 3.4.3 (Measure to protect the market), 3.4.4 (Measure against market intermediaries), 3.4.5 (Procedures for verifying violations), 3.4.6 (Challenging of measures), 3.4.7 (Disclosure to the public of measures), 4.4.1 (Specialists), 4.3.12 (Automatic controls on trading), 6.1.1 (Controls and measures concerning trading), 6.1.2 (Measures concerning trading parameters, hours and phases), 7.1 (Jurisdiction), 7.2 (Disputes submitted to the courts), 7.3 (Other disputes), 7.4 (Appeals Board) and 7.5 (Board of Arbitration).

THE ISSUER	THE GUARANTOR
<i>(place and date)</i>	<i>(place and date)</i>
<i>(Signature of the legal representative or other duly authorised person)</i>	<i>(Signature of the legal representative or other duly authorised person)</i>

## **SECTION REGARDING THE SPECIALIST**

*(if not already in Borsa Italiana's possession)*

***The undertaking must be drawn up in accordance with the following model:***

An undertaking by the specialist to display bids and offers [bid prices] continuously for the financial instruments:

.....  
 .....  
 .....

for which admission to listing is being applied for pursuant to and for the purposes of Title 4.4 of the Rules:

Data concerning the specialist

- Company name
- Registered office
- Member ID
- Tel.
- Fax
- Admitted to trading on the Stock Exchange in the SEDEX market
- The relationship between Borsa Italiana and the Specialist shall be governed by the general conditions for the supply of the services

- The Specialist declares that the persons acting as specialist have adequate professional qualifications and know the rules governing and the manner of performing the activity of specialists and the related technical instruments
- The specialist undertakes to observe the provisions of the Rules and the Instructions, and, in particular, the provisions of Title 4.4 of the Rules concerning the activity of specialists on the SEDEX market, which it declares it knows and accepts, and to observe subsequent amendments to the Rules and the Instructions.

*(place and date)*

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*(Signature of the legal representative or its contract representative)*

The specialist specifically approves, in accordance with Articles 1341 and 1342 of the Civil Code, Articles 3.4.3 (Measure to protect the market), 3.4.4 (Measure against market intermediaries), 3.4.5 (Procedures for verifying violations), 3.4.6 (Challenging of measures), 3.4.7 (Disclosure to the public of measures), 4.4.1 (Specialists), 6.1.1 (Controls and measures concerning trading), 7.1 (Jurisdiction), 7.2 (Disputes submitted to the court), 7.3 (Other disputes), 7.4 (Appeals Board) and 7.5 (Board of Arbitration) of the Rules.

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*(Signature of the legal representative or its contract representative)*

(THE APPLICATION MUST BE SENT USING THE SPECIAL ELECTRONIC VENUE MADE AVAILABLE BY BORSA ITALIANA. THE PAPER-BASED APPLICATION FORM GIVEN BELOW MAY BE SENT ONLY SUBJECT TO PRIOR AUTHORISATION OF BORSA ITALIANA. IN CASE OF ANY DISCREPANCIES OR INCOMPATIBILITIES FOUND BETWEEN THE CONTENTS OF THE APPLICATION IN THE INSTRUCTIONS AND OF THE CONTENTS OF THE ELECTRONIC VENUE THE CONTENT OF THE RULES AND INSTRUCTIONS SHALL PREVAIL)

**MODEL APPLICATION FORM FOR FINANCIAL INSTRUMENTS ADMITTED TO TRADING ON THE SEDEX MARKET ISSUED ON THE BASIS OF A PROGRAMME**

***Application for a declaration of admissibility to trading on the SEDEX market for financial instrument issued on the basis of a programme***

The ..... (Company name and legal form) (hereinafter the “Issuer”), with registered office in ..... (city), ..... (address), tax code ....., VAT no. .... in the person of ..... (legal representative or other duly authorised person):

and where applicable

The ..... (Company name and legal form) (hereinafter the “guarantor”), with registered office in ..... (city), ..... (address), tax code ....., VAT no. .... in the person of ..... (legal representative or other duly authorised person):

**WHEREAS**

- Consob, in resolution no. 11091 of 12 December 1997, authorised Borsa Italiana S.p.A. to operate the regulated markets it organises and manages;
- the organisation and management of the Stock Exchange and the market for derivative financial instruments (IDEM) are governed by rules approved by the ordinary shareholders’ meeting of Borsa Italiana S.p.A. on 11 December 1997 (hereinafter, as last amended, the “Rules”);
- the Board of Directors of Borsa Italiana S.p.A. has approved the Instructions accompanying the Rules;
- Borsa Italiana S.p.A. ensures the confidentiality of any inside information communicated to it, including in connection with its examination of applications and in accordance with Title 2.6 of the Rules and the accompanying Instructions;
- the Issuer [or the Guarantor] 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.

In consideration of the foregoing, the Issuer and the Guarantor in the person of its legal representative or other duly authorised person,

APPLY

in accordance with Article 2.4.1 of the Rules for the admissibility to listing of the following financial instruments:

- \_\_\_\_\_
- \_\_\_\_\_

to be issued under the programme \_\_\_\_\_ with reference to the following [supplementary notes/program]:

Issued on the basis of a prospectus	
<input type="checkbox"/>	Approved by _____ (competent authority) on _____ (date) and transmitted to Consob (where applicable) on _____ (date).
<input type="checkbox"/>	Not yet approved but submitted for approval to _____ (competent authority) on _____ (date)

by means of the procedure referred to in Article 2.4.6 of the Rules, and

DECLARE THAT

THE ISSUER DECLARES THAT:

THE ISSUER	DECLARES THAT
<input type="checkbox"/>	is duly incorporated and that the issue is taking place in execution of a resolution validly taken in compliance with the applicable legal provisions as well as with the bylaw;

THE GUARANTOR OR, IF NO GUARANTOR IS PRESENT, THE ISSUER DECLARES THAT:

THE GUARANTOR	THE ISSUER	DECLARES THAT
<input type="checkbox"/>		the Guarantor is duly incorporated and that the unconditional and irrevocable guarantee was executed in the execution of a resolution validly taken in compliance with the applicable legal provisions as well as with the bylaw
<input type="checkbox"/>	<input type="checkbox"/>	mandate for the statutory audit of the financial statement for the current year was given to the following statutory auditor or statutory auditing company _____:  (this declaration is not required in case of Issuer or Guarantors having other instruments admitted on the markets organised and managed by Borsa Italiana)
<input type="checkbox"/>	<input type="checkbox"/>	if the statutory audit mandate expired on _____ and a new mandate has not been



		given yet, the Guarantor or if no Guarantor is present, the Issuer, undertakes expressly to give a statutory auditor or a statutory auditing company as soon as possible (this declaration is not necessary in case of issuers or guarantors having other instruments admitted on the market organised and managed by Borsa Italiana)
<input type="checkbox"/>	<input type="checkbox"/>	is subject to a prudential supervisory and possesses a supervisory capital for at least 25 million euros;
<input type="checkbox"/>	<input type="checkbox"/>	its risk management and control system conforms with the applicable prudential supervisory regulations;
<input type="checkbox"/>	<input type="checkbox"/>	the Issuer and/or the Guarantor and/or the issue received a rating as per article 2.2.20, paragraph 4, of the Rules and IA.2.4.1 of the Instructions: [indicate for each rating the following elements: subject issuing the rating; subject and/or the financial instrument with respect to which the rating was issued; the rating assigned; the date in which the rating was given] _____ _____
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/> undertakes the commitment as per articles 4.4.1 of the Rules and IA.7.4.1 of the Instructions and declares that the persons acting as specialist have adequate professional qualification and know the rules governing and the manner performing the activity of specialists and the related technical instruments; <input type="checkbox"/> if applies for the request referred to in Article IA.7.4.1, paragraph 6, explain the reasons ..... alternatively; <input type="checkbox"/> appointed a third party (specialist) who is undertaking the commitment of articles 4.4.1 of the Rules and IA.7.4.1 of the Instructions (in this case, the third party must fill the Section regarding the Specialist); <input type="checkbox"/> if applies for the request referred to in Article IA.7.4.1, paragraph 6, explain the reasons .....
<input type="checkbox"/>	<input type="checkbox"/>	the officer responsible for relations with Borsa Italiana information department referred to in Article 2.6.1, paragraph 4, of the Rules and his/her substitute are: Name: _____ Family name: _____ Company: _____ Role in the company: _____ Office phone: _____ Cell. Phone: _____ E-mail _____  The substitute is: Name: _____ Family name: _____ Company: _____ Role in the company: _____ Office phone: _____ Cell. Phone: _____ E-mail _____  The same information is also provided in the processable format provided by Borsa

		Italiana.
<input type="checkbox"/>	<input type="checkbox"/>	for financial instruments that provide for the resolution of the contract when the price of the underlying reaches certain levels, undertakes to notify Borsa Italiana without delay of the time (hour, minute and second) at which the resolatory condition is fulfilled: for this purpose the Guarantor or the Issuer will use the scheme containing the specific commitments and the operating instructions defined, from time to time, by Borsa Italiana taking into account the characteristics of the instruments
<input type="checkbox"/>	<input type="checkbox"/>	for financial instruments that provide for changes to the original contractual conditions when the price of the underlying reaches a given level, undertakes to notify Borsa Italiana of the occurrence of the event by the end of the day on which it occurred: for this purpose the Guarantor or the Issuer will use the scheme containing the specific commitments and the operating instructions defined, from time to time, by Borsa Italiana taking into account the characteristics of the instruments
<input type="checkbox"/>	<input type="checkbox"/>	undertakes for the financial instruments that provide for the issuer the possibility of early redemption to notify Borsa Italiana as soon as known and not after the time limit referred to in Article IA.2.2.4, the planned date for the redemption
<input type="checkbox"/>	<input type="checkbox"/>	undertakes, pursuant to Article 2.2.22, paragraph 1(d), of the Rules, to notify the adjustments referred to therein to Borsa Italiana at least two days before the date on which they will become effective, together with such date and the methods used to determine them;
<input type="checkbox"/>	<input type="checkbox"/>	the Guarantor or the Issuer subject to foreign law shall attach a declaration confirming that the last two sets of annual accounts approved and published (or of the last annual accounts if the issuer has been in operation for a shorter period), including the consolidated accounts, filed with Borsa Italiana are complete with all of the relevant attachments required for by the law to which the Guarantor or Issuer is subject and are certified copies of the originals;  (this declaration is not required in case of Guarantors or Issuers having other instruments already admitted on the markets organised and managed by Borsa Italiana).
<input type="checkbox"/>	<input type="checkbox"/>	the availability to the public of a reliable and up-to-date price or some other measure of value of the underlying assets, referred to in Article 2.2.21, paragraph 1, is:  <input type="checkbox"/> assured as follows : _____

THE ISSUER SUBJECT TO FOREIGN LAW WITHOUT INSTRUMENTS ALREADY LISTED IN A MARKET MANAGED BY BORSA ITALIANA, FURTHER DECLARES THAT:

THE ISSUER	DECLARES THAT
<input type="checkbox"/>	it is duly incorporated and that its articles of incorporation and bylaws conform with the laws and regulations to which it is subject
<input type="checkbox"/>	Exclusively limited for the issuer under foreign law of a non-EU country and that has not securities listed on other regulated markets of other EU countries there are no impediments to the substantial observance by the issuer of the provisions contained in these Rules, in laws and other regulations to which they are subject concerning the information that issuers of financial instruments admitted to listing must make available to the public, the Consob and Borsa Italiana; this declaration is rendered and supported by a legal opinion issued by a lawyer licensed to practice in the country in which the issuer has its headquarters (the legal opinion must be attached to the application).

THE GUARANTOR SUBJECT TO FOREIGN LAW WITHOUT INSTRUMENTS ALREADY LISTED IN A MARKET MANAGED BY BORSA ITALIANA, FURTHER DECLARES THAT:

THE GUARANTOR	DECLARES THAT
<input type="checkbox"/>	It is duly incorporated and that its articles of incorporation and bylaws conform with the laws and regulations to which it is subject
<input type="checkbox"/>	Exclusively limited for the guarantor under foreign law of a non-EU country and that has not securities listed on other regulated markets of other EU countries there are no impediments to the substantial observance by the guarantor of the provisions contained in these Rules, in laws and other regulations to which they are subject concerning the information that issuers of financial instruments admitted to listing must make available to the public, the Consob and Borsa Italiana; this declaration is rendered and supported by a legal opinion issued by a lawyer licensed to practice in the country in which the issuer has its headquarters (the legal opinion must be attached to the application).

### ***Traceability of financial flows***

1. Borsa Italiana and the Issuer [and the Guarantor, if present] assume all obligations regarding the traceability of the financial flows provided by Law 136/2010, as subsequently amended and implemented (the "Traceability Obligations").
2. The Issuer [and the Guarantor, if present], if it is a "awarding station" pursuant to the legislative decree no. 50 of 18 April 2016 and subsequent amendments, to ensure the enforcement of Article 3 of Law 136/2010 and subsequent amendments, undertakes to communicate to Borsa Italiana by the form Annex 1 in the present Instructions 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.
3. In particular, in fulfilling the Traceability Obligations, Borsa Italiana will communicate to the Issuer [and the Guarantor, if present]:
  - (i) the bank accounts details to be used, also non exclusively, for the payments to be made by the Issuer [and the Guarantor, if present] 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 Issuer [and the Guarantor, if present].

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

\* \* \*

The documentation attached below forms an integral part of this application for listing:

EXHIBIT N.	ATTACHMENTS
<input type="checkbox"/> N. 1	<p>A draft of the base prospectus, including any annexes, or a copy of the prospectus approved by the competent authority with details of the approval. New versions of such draft or supplements must be sent promptly to Borsa Italiana.</p>
<input type="checkbox"/> N. 2	<p>Copies of the last two sets of approved and published annual accounts (or of the last annual accounts if the issuer has been in operation for a shorter period), including the consolidated accounts where the issuer is required to draw them up, accompanied by the annexes prescribed by law. In the case of recently created issuers, balance sheet and income statement for a period of less than one year provided they have been audited (of the Guarantor if present, otherwise of the Issuer)</p> <p>(this attachment is not required to Guarantor or Issuer having other instruments already admitted on markets organised and managed by Borsa Italiana).</p>
<input type="checkbox"/> N. 3	<p>Where not included in other documents, copy of the auditors' report of the last two audited financial accounts and, where they exist, of the two preceding years. (of the Guarantor where present, otherwise of the Issuer);</p> <p>(this attachment is not required to Guarantor or Issuer having other instruments already admitted on markets organised and managed by Borsa Italiana).</p>
<input type="checkbox"/> N. 4	<p>Where the closing date of the last of the annual accounts is more than 9 months before the date of the admission decision, an interim balance sheet and income statement of the Guarantor if present, otherwise of the Issuer, on a solo and a consolidated basis where applicable — drawn up on the basis of the formats in force for listed companies and accompanied by explanatory notes — with reference to at least the 6 months subsequent to the closing date of the last annual accounts and compared with the corresponding period of the previous financial year (of the Guarantor where present, otherwise of the Issuer) –</p> <p>(this attachment is not required to Guarantor or Issuer having other instruments already admitted on markets organised and managed by Borsa Italiana).</p> <p>Taking account of the planned date for the start of trading, Borsa Italiana may request balance sheet and income statement for a period ending on a different date, which shall be more recent than the closing date of the latest annual accounts or the end of the six months subsequent to such closing date. In this cases attach the accounts at the different date requested by Borsa Italiana.</p>
<input type="checkbox"/> All. 5	<p>Where required by Borsa Italiana, pursuant article 2.2.21, paragraph 2, of the Rules, attach a legal opinion issued by a lawyer licensed to practice in Italy or in the country in which the underlying financial instruments is traded attesting the existence in such a jurisdiction of rules substantially equivalent to those in force in Italy concerning the information to be made available to the public and to the regulatory authority by the issuer of the underlying.</p>
<input type="checkbox"/> N. 6	<p>Exclusively limited for the issuer under foreign law of a non-EU country and that has not securities listed on other regulated markets of other EU countries legal opinion in which is confirmed that for the Issuer subject to foreign law there are no impediments to the substantial observance by the Issuer of the provisions contained in these Rules, in laws and other regulations to which they are subject concerning the information that issuers of financial instruments admitted to listing must make available to the public, the Consob and Borsa Italiana.</p>
<input type="checkbox"/> N. 7	<p>Exclusively limited for the guarantor under foreign law of a non-EU country and that has not securities listed on other regulated markets of other EU countries legal opinion in which is confirmed that for the Guarantor subject to foreign law there are no impediments to the substantial observance by it of the provisions contained in these Rules, in laws and other regulations to which they are subject concerning the information that issuers of financial instruments admitted to listing must make available to the public, the Consob and Borsa Italiana.</p>
<input type="checkbox"/> N. 8	<p>Where the financial instruments are unconditionally and irrevocably guaranteed by a guarantor, it is attached a copy of the last annual account of the Issuer of the financial instruments, with a copy of the auditors' report on the annual account</p>

	(this attachment is not required to Guarantor or Issuer having other instruments already admitted on markets organised and managed by Borsa Italiana).
<input type="checkbox"/> N. 9	a copy of the contract of guarantee with a declaration by its legal representative attesting that it is a true copy of the prevailing originals (in case of guaranteed issue).
N. 10	<p>Declaration that the contract has been signed with a SDIR included among the list of authorised persons kept by Consob or, alternatively, if the issuer does not use a SDIR for the public disclosure of regulated information, a declaration that the issuer has chosen to disclose regulated information on its own pursuant to Article 65-sexies of Consob Regulation 11971/1999.</p> <p>The declaration must be renewed without delay if a new SDIR is chosen to replace the SDIR previously chosen or after the issuer's decision to disclose regulated information on its own.</p> <p>This declaration is required only in the case of issuer of securities as defined by Article 65, paragraph 1, letter b) of Consob Regulation 11971/1999.</p>

Borsa Italiana may, for the purposes of its examination and also during the same, request the issuer to provide additional information, clarifications and documentation with respect to that prescribed. Borsa Italiana may also agree to the omission of information or documents referred to in the preceding points, where such data or documents can be considered superfluous or are already contained in other documentation submitted by the issuer. In this case the additional information, clarifications or documents requested by Borsa Italiana shall be provided, and, where authorized by Borsa Italiana, information and documents superfluous or already contained in other documentation filed may be omitted.

#### AND UNDERTAKES

to observe the provisions of the Rules and the Instructions, which it declares it knows and accepts, and to observe subsequent amendments to the Rules and the Instructions.

THE ISSUER	THE GUARANTOR
<i>(place and date)</i>	<i>(place and date)</i>
<i>(Signature of the legal representative or other duly authorised person)</i>	<i>(Signature of the legal representative or other duly authorised person)</i>

Specifically approves, pursuant to Articles 1341 and 1342 of the Civil Code, the following Articles of the Rules: 2.1.2 (Powers in relation to admission), 2.1.3 (General conditions for admission), 2.1.4 (Additional conditions for foreign issuers), 2.1.5 (Additional conditions for issues made by Italian issuers and subject to foreign law), 2.2.20 (Requirements for issuers of securitised derivative financial instruments), 2.2.21 (Underlying assets), 2.2.22 (Requirements for securitised derivative financial instruments), 2.4.1 (Applications for admission to listing), 2.4.3 (Procedure for admission to listing in the case of a simultaneous public offering aimed at the distribution of financial instruments), 2.4.6 (Procedure for the admission

to listing of bonds and securitised derivative financial instruments issued under a issue programme), 2.5.1 (Suspension and revocation of listing), 2.5.2 (Revocation procedure), 2.5.3 (Publicity), 2.5.5 (Delisting upon request from the SEDEX market), 2.6.1 (Relationships with issuers of listed financial instruments), 2.6.2 (Disclosure requirements), 2.6.5 (Communication of price-sensitive information), 2.6.6 (Obligations of issuers in the event of operations affecting trading in financial instruments), 2.6.10 (Measures against issuers), 2.6.11 (Procedure for verifying violations), 2.6.12 (Challenging of measures), 2.6.13 (Disclosure to the public of measures), 2.6.16 (Fees), 2.7.1 (Manner of fulfilling disclosure requirements vis-à-vis the public and Borsa Italiana by issuers of financial instruments), 3.4.3 (Measure to protect the market), 3.4.4 (Measure against market intermediaries), 3.4.5 (Procedures for verifying violations), 3.4.6 (Challenging of measures), 3.4.7 (Disclosure to the public of measures), 4.3.12 (Automatic controls on trading), 6.1.1 (Controls and measures concerning trading), 6.1.2 (Measures concerning trading parameters, hours and phases), 7.1 (Jurisdiction), 7.2 (Disputes submitted to the courts), 7.3 (Other disputes), 7.4 (Appeals Board) and 7.5 (Board of Arbitration).

THE ISSUER	THE GUARANTOR
<i>(place and date)</i>	<i>(place and date)</i>
<i>(Signature of the legal representative or other duly authorised person)</i>	<i>(Signature of the legal representative or other duly authorised person)</i>

## **SECTION REGARDING THE SPECIALIST**

*(if not already in Borsa Italiana's possession)*

***The undertaking must be drawn up in accordance with the following model:***

An undertaking by the specialist to display bids and offers [bid prices] continuously for the financial instruments:

.....  
 .....  
 .....

for which admission to listing is being applied for pursuant to and for the purposes of Title 4.4 of the Rules:

Data concerning the specialist

- Company name
- Registered office
- Member ID
- Tel.

- Fax
- Admitted to trading on the Stock Exchange in the SEDEX market
- The relationship between Borsa Italiana and the Specialist shall be governed by the general conditions for the supply of the services
- The Specialist declares that the persons acting as specialist have adequate professional qualifications and know the rules governing and the manner of performing the activity of specialists and the related technical instruments
- The specialist undertakes to observe the provisions of the Rules and the Instructions, and, in particular, the provisions of Title 4.4 of the Rules concerning the activity of specialists on the SEDEX market, which it declares it knows and accepts, and to observe subsequent amendments to the Rules and the Instructions.

*(place and date)*

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*(Signature of the legal representative or its contract representative)*

The specialist specifically approves, in accordance with Articles 1341 and 1342 of the Civil Code, Articles 3.4.3 (Measure to protect the market), 3.4.4 (Measure against market intermediaries), 3.4.5 (Procedures for verifying violations), 3.4.6 (Challenging of measures), 3.4.7 (Disclosure to the public of measures), 4.4.1 (Specialists), 6.1.1 (Controls and measures concerning trading), 7.1 (Jurisdiction), 7.2 (Disputes submitted to the court), 7.3 (Other disputes), 7.4 (Appeals Board) and 7.5 (Board of Arbitration) of the Rules.

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*(Signature of the legal representative or its contract representative)*

(THE APPLICATION MUST BE SENT USING THE SPECIAL ELECTRONIC VENUE MADE AVAILABLE BY BORSA ITALIANA. THE PAPER-BASED APPLICATION FORM GIVEN BELOW MAY BE SENT ONLY SUBJECT TO PRIOR AUTHORISATION OF BORSA ITALIANA. IN CASE OF ANY DISCREPANCIES OR INCOMPATIBILITIES FOUND BETWEEN THE CONTENTS OF THE APPLICATION IN THE INSTRUCTIONS AND OF THE CONTENTS OF THE ELECTRONIC VENUE THE CONTENT OF THE RULES AND INSTRUCTIONS SHALL PREVAIL)

**MODEL APPLICATION FORM FOR FINANCIAL INSTRUMENT TO BE ADMITTED ON SEDEX MARKET ISSUED ON THE BASIS OF A PROGRAMME FOR WHICH BORSA ITALIANA SPA HAS ISSUED AN ADMISSIBILITY TO LISTING DECISION**

***Application for listing***

The ..... (Company name and legal form) (hereinafter the “Issuer”), with registered office in ..... (city), ..... (address), tax code ....., VAT no. .... in the person of ..... (legal representative or other duly authorised person):

and where applicable

The ..... (Company name and legal form) (hereinafter the “guarantor”), with registered office in ..... (city), ..... (address), tax code ....., VAT no. .... in the person of ..... (legal representative or other duly authorised person):

WHEREAS

a) on ..... (date) in decision no. .... Borsa Italiana issued a declaration of admissibility to listing for [financial instrument]:

.....

.....

to be issued under the [supplementary notes/programme].....;

b) on ..... (date) in decision no. .... Borsa Italiana subsequently confirmed such admissibility (*to be filled out only in the event of subsequent confirmation*);

APPLIES

in accordance with Article 2.4.1 of the Rules for the admission to listing of the following financial instruments \_\_\_\_\_ issued based on the [supplementary notes/programme] \_\_\_\_\_ in accordance with the procedure of article 2.4.6 [2.4.3, paragraph 7 in case of prior distribution via SEDEX market] of the Rules.

DECLARE THAT

THE ISSUER DECLARES THAT:



THE ISSUER	DECLARES THAT
<input type="checkbox"/>	the financial instruments are already listed at _____ (regulated market of the UE)
<input type="checkbox"/>	the financial instruments to be admitted to listing are freely negotiable and subject to the rules governing the form, entitlement and circulation of dematerialised securities in the case of issues made under Italian law or to the corresponding provisions of the law of the foreign country in which the financial instruments are issued;
<input type="checkbox"/>	<p>the financial instruments to be admitted to listing can be settled via the settlement system of:</p> <p><input type="checkbox"/> Monte Titoli S.p.A.</p> <p><input type="checkbox"/> Euroclear and Clearstream Banking Luxembourg</p> <p>on the deposit accounts opened with the central depository (this declaration, when not filed at the time of filing of this application, it shall be rendered to Borsa Italiana before the admission decision);</p>

THE GUARANTOR OR, IF NO GUARANTOR IS PRESENT, THE ISSUER DECLARES THAT:

THE GUARANTOR	THE ISSUER	DECLARES THAT
<input type="checkbox"/>	<input type="checkbox"/>	the Issuer and/or the Guarantor and/or the issue received a rating as per article 2.2.20, paragraph 4, of the Rules and IA.2.4.1 of the Instructions: [indicate for each rating the following elements: subject issuing the rating; subject and/or the financial instrument with respect to which the rating was issued; the rating assigned; the date in which the rating was given] _____ _____
<input type="checkbox"/>	<input type="checkbox"/>	the availability to the public of a reliable and up-to-date price or some other measure of value of the underlying assets, referred to in Article 2.2.21, paragraph 1, is:  assured as follows : _____
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/> In case of previous distribution phase via the market as referred in to article 2.4.3, paragraph 7 of the Rules, the intermediary or intermediaries appointed for sale:  _____

THE GUARANTOR	THE ISSUER	REQUESTS (fill only when applicable)
<input type="checkbox"/>	<input type="checkbox"/>	<p>The admission of financial instruments having a maturity of more than 5 years to listing since sufficient information is available for the determination of the instrument's price.</p> <p>(only for financial instruments referred to in Article IA.7.2.1, paragraph 1, letters a)</p>

		and b) of the Instructions)
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IN THE CASE OF FINANCIAL INSTRUMENTS SUBJECT TO THE LAW OF A FOREIGN COUNTRY  
THE ISSUER FURTHER DECLARES THAT:

THE ISSUER	DECLARES THAT
<input type="checkbox"/>	the financial instruments for which application for listing has been made were issued in compliance with the laws, regulations and every other applicable provision and conform with the laws and regulations to which they are subject, also as regards their representation in paper form where applicable
<input type="checkbox"/>	there are no impediments of any kind to the exercise of all the rights attaching to the financial instruments for which application for listing has been made by all the holders who are in identical conditions

\* \* \*

The documentation attached below forms an integral part of this application for listing:

EXHIBIT N.	ATTACHMENTS
<input type="checkbox"/> N. 1	Final terms, containing the definitive conditions of the issue.
<input type="checkbox"/> N. 2	A summary table with the features of the financial instruments drawn up in accordance with the format and model drawn up by Borsa Italiana in accordance with the characteristics of the instrument.
<input type="checkbox"/> N. 3	Where required by Borsa Italiana, pursuant article 2.2.21 paragraph 2, of the Rules, attach a legal opinion issued by a lawyer licensed to practice in Italy or in the country in which the underlying financial instruments is traded attesting the existence in such a jurisdiction of rules substantially equivalent to those in force in Italy concerning the information to be made available to the public and to the regulatory authority by the issuer of the underlying.
<input type="checkbox"/> N. 4	Where the assets underlying the financial instruments consist of assets referred to in Article IC.1.1, paragraph 1(f), of the Instructions, details of the method of calculating and managing the indexes must be attached if these are not already adequately set out in the prospectus.

Borsa Italiana may, for the purposes of its examination and also during the same, request the Guarantor / Issuer to provide additional information, clarifications and documentation with respect to that prescribed. Borsa Italiana may also agree to the omission of information or documents referred to in the preceding points, where such data or documents can be considered superfluous or are already contained in other documentation submitted by the issuer. In this case the additional information, clarifications or documents requested by Borsa Italiana shall be provided, and, where authorized by Borsa Italiana, information and documents superfluous or already contained in other documentation filed may be omitted.

\* \* \*

THE ISSUER	THE GUARANTOR
<i>(place and date)</i>	<i>(place and date)</i>
<i>(Signature of the legal representative or other duly authorised person)</i>	<i>(Signature of the legal representative or other duly authorised person)</i>

THE APPLICATION MUST BE SENT USING THE SPECIAL ELECTRONIC VENUE MADE AVAILABLE BY BORSA ITALIANA. THE PAPER-BASED APPLICATION FORM GIVEN BELOW MAY BE SENT ONLY SUBJECT TO PRIOR AUTHORISATION OF BORSA ITALIANA. IN CASE OF ANY DISCREPANCIES OR INCOMPATIBILITIES FOUND BETWEEN THE CONTENTS OF THE APPLICATION IN THE INSTRUCTIONS AND OF THE CONTENTS OF THE ELECTRONIC VENUE THE CONTENT OF THE RULES AND INSTRUCTIONS SHALL PREVAIL.

**MODEL APPLICATION FORM FOR ISSUERS HAVING AN ISSUE PROGRAMME FOR FINANCIAL INSTRUMENTS TO BE ADMITTED ON THE SEDEX MARKET FOR WHICH BORSA ITALIANA HAS ISSUED A DECLARATION OF ADMISSIBILITY TO LISTING.**

***Request for confirmation of admissibility to listing***

(Company name and legal form) ..... (hereinafter the "Company"), with registered office in ..... (city), ..... (address), tax code ....., VAT no. .... in the person of ..... (legal representative or other duly authorised person)

WHEREAS

- a) in decision no. .... dated ..... Borsa Italiana issued a declaration of admissibility to listing for [financial instrument/instruments] to be admitted under the programme ..... with reference to the following Supplementary Notes .....
- b) in decision no. .... dated ..... Borsa Italiana subsequently confirmed the admissibility referred to in point a) (*to be completed in the event of subsequent confirmation*);

APPLIES

pursuant to Article 2.4.6, paragraph 3, of the Rules, for confirmation of the admissibility to listing of the [financial instrument/instruments] to be issued under the following programme ..... in relation to the following Supplementary Notes: .....

DECLARES THAT

the changes made to the Supplementary Notes referred to above as regards the characteristics of the financial instruments for which the confirmation of admissibility is requested are exclusively those specified below or in the attached document. Accordingly confirms that, apart from such changes, the attached Supplementary Notes conform with those for which the last declaration of admissibility was issued.

List of the main changes:

\_\_\_\_\_

Accordingly, attaches the following documentation, which shall be an integral part of the application:

- Supplementary Notes with the changes highlighted;
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*(Signature of the legal representative or other duly authorised person)*

Specifically approves, pursuant to Articles 1341 and 1342 of the Civil Code, the following Articles of the Rules: 2.1.2 (Powers in relation to admission), 2.1.3 (General conditions for admission), 2.1.4 (Additional conditions for foreign issuers), 2.1.5 (Additional conditions for issues made by Italian issuers and subject to foreign law), 2.2.20 (Requirements for issuers of securitised derivative financial instruments), 2.2.21 (Underlying assets), 2.2.22 (Requirements for securitised derivative financial instruments), 2.4.1 (Applications for admission to listing), 2.4.3 (Procedure for admission to listing in the case of a simultaneous public offering aimed at the distribution of financial instruments), 2.4.6 (Procedure for the admission to listing of bonds and securitised derivative financial instruments issued under a issue programme), 2.5.1 (Suspension and revocation of listing), 2.5.2 (Revocation procedure), 2.5.3 (Publicity), 2.5.5 (Delisting upon request from the SEDEX market), 2.6.1 (Relationships with issuers of listed financial instruments), 2.6.2 (Disclosure requirements), 2.6.5 (Communication of price-sensitive information), 2.6.6 (Obligations of issuers in the event of operations affecting trading in financial instruments), 2.6.10 (Measures against issuers), 2.6.11 (Procedure for verifying violations), 2.6.12 (Challenging of measures), 2.6.13 (Disclosure to the public of measures), 2.6.16 (Fees), 2.7.1 (Manner of fulfilling disclosure requirements vis-à-vis the public and Borsa Italiana by issuers of financial instruments), 3.4.3 (Measure to protect the market), 3.4.4 (Measure against market intermediaries), 3.4.5 (Procedures for verifying violations), 3.4.6 (Challenging of measures), 3.4.7 (Disclosure to the public of measures), 4.3.12 (Automatic controls on trading), 6.1.1 (Controls and measures concerning trading), 6.1.2 (Measures concerning trading parameters, hours and phases), 7.1 (Jurisdiction), 7.2 (Disputes submitted to the courts), 7.3 (Other disputes), 7.4 (Appeals Board) and 7.5 (Board of Arbitration).

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*(Signature of the legal representative or other duly authorised person)*

**MODEL APPLICATION FORM FOR THE ADMISSION  
[BONDS AND STRUCTURED BONDS]**

(Company name and legal form) ..... (hereinafter the “Company”), with registered office in ..... (city), ..... (address), tax code ....., VAT no. .... in the person of ..... (legal representative or other duly authorised person)

and where applicable

The ..... (Company name and legal form) (hereinafter the “guarantor”), with registered office in ..... (city), ..... (address), tax code ....., VAT no. .... in the person of ..... (legal representative or other duly authorised person):

WHEREAS

- Consob, in resolution no. 11091 of 12 December 1997, authorised Borsa Italiana S.p.A. to operate the regulated markets it organises and manages;
- the organisation and management of the Stock Exchange and the market for derivative financial instruments (IDEM) are governed by rules approved by the ordinary shareholders’ meeting of Borsa Italiana S.p.A. on 11 December 1997 (hereinafter, as last amended, the “Rules”);
- the Board of Directors of Borsa Italiana S.p.A. has approved the Instructions accompanying the Rules;
- Borsa Italiana S.p.A. ensures the confidentiality of any inside information communicated to it, including in connection with its examination of applications and in accordance with Title 2.6 of the Rules and the accompanying Instructions;
- the Issuer [or the Guarantor] 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.

In consideration of the foregoing, the Issuer and the guarantor in the person of its legal representative or other duly authorised person,

APPLY

in accordance with Article 2.4.1 of the Rules for the admission to listing of the following financial instruments \_\_\_\_\_ :

Issued or to be issued on the basis of a prospectus
<input type="checkbox"/> Approved by _____ (competent authority) on _____ (date) and transmitted to Consob (where applicable) on _____ (date).
<input type="checkbox"/> Not yet approved but submitted for approval to _____ (competent authority) on _____ (date)

by means of the procedure referred to in Article

2.4.2

2.4.3

2.4.3, paragraph 7 in case of prior distribution via MOT market

of the Rules, and

DECLARE THAT

THE ISSUER DECLARES THAT:

THE ISSUER	DECLARES THAT
<input type="checkbox"/>	is duly incorporated and that the issue is taking place in execution of a resolution validly taken in compliance with the applicable legal provisions as well as with the bylaw;
<input type="checkbox"/>	the financial instruments to be admitted to listing are freely negotiable and subject to the rules governing the form, entitlement and circulation of dematerialised securities in the case of issues made under Italian law or to the corresponding provisions of the law of the foreign country in which the financial instruments are issued;
<input type="checkbox"/>	<p>the financial instruments to be admitted to listing can be settled via the settlement system of</p> <input type="checkbox"/> Monte Titoli S.p.A. <input type="checkbox"/> Euroclear and Clearstream Banking Luxembourg <p>on the deposit accounts opened with the central depository</p> <p>(this declaration, when not filed at the time of filing of this application, it shall be rendered to Borsa Italiana before the admission decision);</p>

THE GUARANTOR OR, IF NO GUARANTOR IS PRESENT, THE ISSUER DECLARES THAT:

THE GUARANTOR	THE ISSUER	DECLARES THAT
<input type="checkbox"/>		the Guarantor is duly incorporated and that the unconditional and irrevocable guarantee was executed in the execution of a resolution validly taken in compliance with the applicable legal provisions as well as with the bylaw
<input type="checkbox"/>	<input type="checkbox"/>	mandate for the statutory audit of the financial statement for the current year was

		<p>given to the following statutory auditor or statutory auditing company _____ :</p> <p>(this declaration is not required in case of Issuer or Guarantors having other instruments admitted on the markets organised and managed by Borsa Italiana)</p>
<input type="checkbox"/>	<input type="checkbox"/>	<p><input type="checkbox"/> the result of the offering are:</p> <ul style="list-style-type: none"> <li>- Total quantity of securities offered: _____</li> <li>- Total nominal value issued: _____</li> <li>- Number of allottees (specify only if the total nominal value is less than the amount requested by the regulatory requirements)</li> </ul> <p><input type="checkbox"/> accepting the undertakings referred to in Article 2.4.3 paragraphs 1(a) and 1(b) of the Rules (where the issuer intends to use the admission procedure referred to in Articles 2.4.3 of the Rules).</p>
<input type="checkbox"/>	<input type="checkbox"/>	<p>the Issuer and/or the Guarantor and/or the issue received a rating as per articles 2.2.5 and 2.2.8 of the Rules, respectively for bonds and structured bonds, and IA.2.4.1 of the Instructions: [indicate for each rating the following elements: subject issuing the rating; subject and/or the financial instrument with respect to which the rating was issued; the rating assigned; the date in which the rating was given]</p> <p>_____</p> <p>_____</p>
<input type="checkbox"/>	<input type="checkbox"/>	<p><input type="checkbox"/> at the moment of the submission of the application it is not provided the specialist's undertaking referred to in Article 4.4.1 for to support the liquidity of the financial instruments</p> <p><input type="checkbox"/> undertakes the commitment as per articles 4.4.1 of the Rules and IA.6.4.1 of the Instructions and declares that the persons acting as specialist have adequate professional qualification and know the rules governing and the manner performing the activity of specialists and the related technical instruments;</p> <p>alternatively;</p> <p><input type="checkbox"/> appointed a third party (specialist) who is undertaking the commitment of articles 4.4.1 and IA.6.4.1 of the Instructions (in this case, the third party must fill the Section regarding the Specialist)</p> <p><input type="checkbox"/> it is provided the undertaking to display bids referred to in Article IA.6.4.2 of the Instructions (in this case, the third party must fill the Section regarding the Specialist)</p>
		<p><input type="checkbox"/> in case of prior distribution via MOT market referred to in Article 2.4.3, paragraph 7 of the Rules, intermediary or intermediaries appointed for sale:</p> <p>_____</p>
<input type="checkbox"/>	<input type="checkbox"/>	<p>the officer responsible for relations with Borsa Italiana information department referred to in Article 2.6.1, paragraph 4, of the Rules and his/her substitute are:</p> <p>Name: _____</p> <p>Family name: _____</p> <p>Company: _____</p> <p>Role in the company: _____</p> <p>Office phone: _____</p> <p>Cell. Phone: _____</p> <p>E-mail _____</p>



		<p>The substitute is:  Name: _____  Family name: _____  Company: _____  Role in the company: _____  Office phone: _____  Cell. Phone: _____  E-mail _____</p> <p>The same information is also provided in the processable format provided by Borsa Italiana.</p>
<input type="checkbox"/>	<input type="checkbox"/>	<p>undertakes, pursuant to Article 2.2.29, paragraph 2(b), of the Rules, to notify the adjustments referred to therein to Borsa Italiana at least two days before the date on which they will become effective, together with such date and the methods used to determine them (only if the admission regards structured bonds linked to the price of the underlying referred to in Article 2.2.27, letters a), e), f), g) and h);</p>
<input type="checkbox"/>	<input type="checkbox"/>	<p>the Guarantor or the Issuer shall attach a declaration confirming that the last two sets of annual accounts approved and published, including the consolidated accounts, filed with Borsa Italiana are complete with all of the relevant attachments required for by the law to which the Guarantor or Issuer is subject and are certified copies of the originals;</p> <p>(this declaration is not required in case of Guarantors or Issuers having other instruments already admitted on the markets organised and managed by Borsa Italiana).</p>
<input type="checkbox"/>	<input type="checkbox"/>	<p>the availability of information updated daily and made available to the public at least once a day on the prices recorded by the assets chosen for the linkage mechanism in the principal market in which they are listed is</p> <p><input type="checkbox"/> assured as follow : _____</p> <p><input type="checkbox"/> assured as specified in the prospectus _____</p> <p>(only for admission of structured bonds)</p>
<input type="checkbox"/>	<input type="checkbox"/>	<p>hedging policies will be adopted coherent with the issuer's internal policies</p>
<input type="checkbox"/>	<input type="checkbox"/>	<p>the person chosen to act as agent for the calculation is:</p> <p><input type="checkbox"/> _____</p> <p><input type="checkbox"/> Specified in the prospectus</p> <p>(only for admission of structured bonds)</p>

AN ISSUER ESTABLISHED UNDER FOREIGN LAW THAT DOES NOT HAVE OTHER SECURITIES ALREADY LISTED ON MARKETS MANAGED BY BORSA ITALIANA SHALL ALSO DECLARE THAT:

THE ISSUER	DECLARES THAT
<input type="checkbox"/>	it is validly constituted and that its bylaws comply with the laws and regulations to which it is subject
<input type="checkbox"/>	Exclusively limited for the issuer under foreign law of a non-EU country and that has not

	securities listed on other regulated markets of other EU countries there are no impediments to the substantial observance by the Issuer of the provisions contained in these Rules, in laws and other regulations to which they are subject concerning the information that issuers of financial instruments admitted to listing must make available to the public, Consob and Borsa Italiana; this declaration shall be accompanied by a legal opinion issued by a lawyer licensed to practice in the country in which the Issuer has its headquarters (attach the opinion to the application);
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THE GUARANTOR SUBJECT TO FOREIGN LAW WITHOUT INSTRUMENTS ALREADY LISTED IN A MARKET MANAGED BY BORSA ITALIANA, FURTHER DECLARES THAT:

THE GUARANTOR	DECLARES THAT
<input type="checkbox"/>	It is duly incorporated and that its articles of incorporation and bylaws conform with the laws and regulations to which it is subject
<input type="checkbox"/>	Exclusively limited for the guarantor under foreign law of a non-EU country and that has not securities listed on other regulated markets of other EU countries there are no impediments to the substantial observance by the guarantor of the provisions contained in these Rules, in laws and other regulations to which they are subject concerning the information that issuers of financial instruments admitted to listing must make available to the public, the Consob and Borsa Italiana; this declaration is rendered and supported by a legal opinion issued by a lawyer licensed to practice in the country in which the issuer has its headquarters (the legal opinion must be attached to the application).

IN THE CASE OF FINANCIAL INSTRUMENTS SUBJECT TO THE LAW OF A FOREIGN COUNTRY THE ISSUER FURTHER DECLARES THAT:

THE ISSUER	DECLARES THAT
<input type="checkbox"/>	the financial instruments for which application for listing has been made were issued in compliance with the laws, regulations and every other applicable provision and conform with the laws and regulations to which they are subject, also as regards their representation in paper form where applicable
<input type="checkbox"/>	there are no impediments of any kind to the exercise of all the rights attaching to the financial instruments for which application for listing has been made by all the holders who are in identical conditions

### ***Traceability of financial flows***

1. Borsa Italiana and the Issuer [and the Guarantor, if present] assume all obligations regarding the traceability of the financial flows provided by Law 136/2010, as subsequently amended and implemented (the "Traceability Obligations").
2. The Issuer [and the Guarantor, if present], if it is a "awarding station" pursuant to the legislative decree no. 50 of 18 April 2016 and subsequent amendments, to ensure the enforcement of Article 3 of Law 136/2010 and subsequent amendments, undertakes to communicate to Borsa Italiana by the form Annex 1 in the present Instructions 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.
3. In particular, in fulfilling the Traceability Obligations, Borsa Italiana will communicate to the Issuer [and the Guarantor, if present]:

- (i) the bank accounts details to be used, also non exclusively, for the payments to be made by the Issuer [and the Guarantor, if present] 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 Issuer [and the Guarantor, if present].

Any possible amendment of the information indicated in points (i) and (ii) above, will have to be communicated by the Issuer [and the Guarantor, if present] within 7 (seven) days from occurrence.

4. Borsa Italiana undertakes, in particular, to inform the Issuer [and the Guarantor, if present] and the Prefecture/Territorial office of the Government of the province where the Issuer [and the Guarantor, if present] has its registered office) if it becomes aware of breaches by its contractual counterparties, if any, in relation to the Traceability Obligations.

\* \* \*

The documentation attached below forms an integral part of this application for listing:

EXHIBIT N.	ATTACHMENTS
<input type="checkbox"/> N. 1	A draft of the prospectus, including any annexes, or a copy of the prospectus approved by the competent authority with details of the approval. New versions of such draft or supplements must be sent promptly to Borsa Italiana.
<input type="checkbox"/> N. 2	In the case of admission procedures accompanied by the offer to Italian and foreign institutional investors of the bonds for which admission to listing is being applied for, where an offering circular is prepared for such investors, a copy thereof
<input type="checkbox"/> N. 3	Copies of the resolution and, where provided for in the applicable rules, of the authorisations and approvals on the basis of which the securities have been or will be issued and of the documentation attesting that the resolution in question has been entered in the Company Register. If this documentation is not available at the time of the submission of the application for the admission, it shall be presented as soon as possible following the registration and in any case in due time for the dissemination of the Notice announcing the start of trading.  (this attachment is not required for the admission application regarding bond already distributed to public issued by banks)
<input type="checkbox"/> N. 4	Copies of the last two sets of approved and published annual accounts including the consolidated accounts where the issuer is required to draw them up, accompanied by the annexes prescribed by law.  (this attachment is not required to Guarantor or Issuer having other instruments already admitted on the markets organised and managed by Borsa Italiana).
<input type="checkbox"/> N. 5	Where the financial instruments are unconditionally and irrevocably guaranteed by a guarantor, it is attached a copy of the last annual account of the Issuer of the financial instruments, with a copy of the report on the statutory audit of the annual account if present
<input type="checkbox"/> N. 6	Where not included in other documents, copy of the report of the statutory auditor or the statutory auditing company last two audited financial accounts and, where they exist, of the two preceding years. (of the Guarantor where present, otherwise of the Issuer);

	<p>(this attachment is not required to Guarantor or Issuer having other instruments already admitted on the markets organised and managed by Borsa Italiana).</p>
<input type="checkbox"/> N. 7	<p>Where the closing date of the last of the annual accounts is more than 9 months before the date of the admission decision, an interim balance sheet and income statement of the Guarantor if present, otherwise of the Issuer, on a solo and a consolidated basis where applicable — drawn up on the basis of the formats in force for listed companies and accompanied by explanatory notes — with reference to at least the 6 months subsequent to the closing date of the last annual accounts and compared with the corresponding period of the previous financial year (of the Guarantor where present, otherwise of the Issuer )</p> <p>(this attachment is not required in case of issuers having other instruments already admitted on the markets organised and managed by Borsa Italiana).</p> <p>Taking account of the planned date for the start of trading, Borsa Italiana may request balance sheet and income statement for a period ending on a different date, which shall be more recent than the closing date of the latest annual accounts or the end of the six months subsequent to such closing date. In this cases attach the accounts at the different date requested by Borsa Italiana.</p>
<input type="checkbox"/> N. 8	<p>For companies and entities resulting from extraordinary corporate actions, or whose assets and liabilities underwent substantial changes in the financial year preceding that of the submission of the application or subsequently, the following documents must be attached: a pro forma income statement for at least one financial year ended prior to the date of submission of the listing application; a pro forma balance sheet referred to the closing date of the financial year preceding the application where the extraordinary corporate actions or the substantial changes occurred after that date; the report of a statutory auditor or an statutory auditing company containing the results of the checking activity on the reasonableness of the basic assumptions made in preparing the pro forma data, on the correct application of the methods used and on the appropriateness of the accounting policies adopted for their preparation. The financial statements on a solo or a consolidated basis that provide the basis for the pro forma documents, accompanied by the reports of a statutory auditor or a statutory auditing company thereon, must also be attached. Where the changes occurred after the closing date of the financial year and more than 9 months have elapsed between such date and the admission decision, the following documents must be attached: a pro forma interim income statement for at least the six months subsequent to the close of the last financial year; a pro forma interim balance sheet referred to the end of the half-year subsequent to the close of the last financial year where the extraordinary corporate actions or the substantial changes occurred after that date; the report of a statutory auditor or a statutory auditing company containing the results of the checking activity containing on the reasonableness of the basic assumptions made in preparing the pro forma data, on the correct application of the methods used and on the appropriateness of the accounting policies adopted for their preparation. The interim accounting documents must be prepared using methods consistent with those used for the pro forma annual accounts and compared with those reconstructed for the corresponding period of the previous financial year. Taking account of the planned date for the start of trading, Borsa Italiana may request a pro forma balance sheet and income statement for a period ending on a different date, which shall be more recent than the closing date of the latest annual accounts or the end of the six months subsequent to such closing date. The accounting documents referred to in this point must refer to the issuer or be drawn up on a consolidated basis where the issuer is required to prepare consolidated financial statements. The above-mentioned pro forma data may be omitted where they are already contained in the prospectus.</p> <p>(this attachment is not required in case of issuers having other instruments already admitted on the markets organised and managed by Borsa Italiana).</p>
<input type="checkbox"/> N. 9	<p>Pursuant to Article 2.2.5, paragraph 1 of the Rules:</p> <ul style="list-style-type: none"> <li>- for the companies for which a fewer number of solo or consolidated accounts is accepted a copy of at least the latest approved and published annual accounts must be attached, supplemented where appropriate by the documentation referred to in the preceding attachment, if available;</li> <li>- in case of issuers that have never published and filed an annual account, the documents referred to in the preceding attachment shall be submitted.</li> </ul> <p>(this attachment is not required in case of issuers having other instruments already admitted on the markets organised and managed by Borsa Italiana).</p>

N. 10	<input type="checkbox"/> Exclusively limited for the issuer under foreign law of a non-EU country and that has not securities listed on other regulated markets of other EU countries legal opinion in which is confirmed that for the Issuer subject to foreign law there are no impediments to the substantial observance by the Issuer of the provisions contained in these Rules, in laws and other regulations to which they are subject concerning the information that issuers of financial instruments admitted to listing must make available to the public, the Consob and Borsa Italiana.
N. 11	<input type="checkbox"/> Exclusively limited for the guarantor under foreign law of a non-EU country and that has not securities listed on other regulated markets of other EU countries legal opinion in which is confirmed that for the Guarantor subject to foreign law there are no impediments to the substantial observance by it of the provisions contained in these Rules, in laws and other regulations to which they are subject concerning the information that issuers of financial instruments admitted to listing must make available to the public, the Consob and Borsa Italiana.
N. 12	<input type="checkbox"/> a copy of the contract of guarantee with a declaration by its legal representative attesting that it is a true copy of the prevailing originals (in case of guaranteed issue).
N. 13	<p>Declaration that the contract has been signed with a SDIR included among the list of authorised persons kept by Consob or, alternatively, if the issuer does not use a SDIR for the public disclosure of regulated information, a declaration that the issuer has chosen to disclose regulated information on its own pursuant to Article 65-<i>sexies</i> of Consob Regulation 11971/1999.</p> <p>The declaration must be renewed without delay if a new SDIR is chosen to replace the SDIR previously chosen or after the issuer's decision to disclose regulated information on its own.</p> <p>This declaration is required only in the case of issuer of securities as defined by Article 65, paragraph 1, letter b) of Consob Regulation 11971/1999.</p>

Borsa Italiana may, for the purposes of its examination and also during the same, request the issuer to provide additional information, clarifications and documentation with respect to that prescribed. Borsa Italiana may also agree to the omission of information or documents referred to in the preceding points, where such data or documents can be considered superfluous or are already contained in other documentation submitted by the issuer.

#### AND UNDERTAKES

to observe the provisions of the Rules and the Instructions, which it declares it knows and accepts, and to observe subsequent amendments to the Rules and the Instructions.

THE ISSUER	THE GUARANTOR
<i>(place and date)</i>	<i>(place and date)</i>
_____	_____
<i>(Signature of the legal representative or other duly authorised person)</i>	<i>(Signature of the legal representative or other duly authorised person)</i>

Specifically approves, pursuant to Articles 1341 and 1342 of the Civil Code, the following Articles of the Rules: 2.1.2 (Powers in relation to admission), 2.1.3 (General conditions for admission), 2.1.4 (Additional conditions for foreign issuers), 2.1.5 (Additional conditions for issues made by Italian issuers and subject

to foreign law), 2.2.5 (Requirements for issuers of bonds), 2.2.7 (Requirements for bonds), 2.2.28 (Requirements for issuers of structured bonds), 2.2.29 (Requirements for structured bonds), 2.2.43 (Other securities), 2.2.44 (Special distribution conditions), 2.4.1 (Applications for admission to listing), 2.4.5 (Negotiable rights), 2.4.3 (Procedure for admission to listing in the case of a simultaneous public offering aimed at the distribution of financial instruments), 2.4.6 (Procedure for the admission to listing of bonds and securitised derivative financial instruments issued under a issue programme), 2.5.1 (Suspension and revocation of listing), 2.5.2 (Revocation procedure), 2.5.3 (Publicity), 2.5.4 (Delisting of bonds upon request), 2.6.1 (Relationships with issuers of listed financial instruments), 2.6.2 (Disclosure requirements), 2.6.5 (Communication of price-sensitive information), 2.6.6 (Obligations of issuers in the event of operations affecting trading in financial instruments), 2.6.10 (Measures against issuers), 2.6.11 (Procedure for verifying violations), 2.6.12 (Challenging of measures), 2.6.13 (Disclosure to the public of measures), 2.6.16 (Fees), 2.7.1 (Manner of fulfilling disclosure requirements vis-à-vis the public and Borsa Italiana by issuers of financial instruments), 3.4.3 (Measures to protect the market), 3.4.4 (Measures against market intermediaries), 3.4.5 (Procedures for verifying violations), 3.4.6 (Challenging of measures), 3.4.7 (Disclosure to the public of measures), 4.4.1 (Specialists), 6.1.1 (Controls and measures concerning trading), 6.1.2 (Measures concerning trading parameters, hours and phases), 7.1 (Jurisdiction), 7.2 (Disputes submitted to the courts), 7.3 (Other disputes), 7.4 (Appeals Board) and 7.5 (Board of Arbitration).

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*(Signature of the legal representative or other duly authorised person)*

## **SECTION REGARDING THE SPECIALIST/BID INTERMEDIARY**

***The undertaking must be drawn up in accordance with the following model:***

An undertaking by the specialist to display bids [and offers] continuously for the financial instruments ..... for which admission to listing is being applied for pursuant to and for the purposes of Title 4.4, of the Rules:

### **Data concerning the intermediary**

- Company name
- Registered office
- Member ID
- Tel.
- Fax
- Admitted to trading on the Stock Exchange in the MOT [Domestic MOT] [EuroMOT] market
- The relationship between Borsa Italiana and the intermediary shall be governed by the general conditions for the supply of the

services

- The Specialist [bid intermediary] declares that the persons acting as specialist [bid intermediary] have adequate professional qualifications and know the rules governing and the manner of performing the activity of specialists [bid intermediary] and the related technical instruments
- The specialist [bid intermediary] undertakes to observe the provisions of the Rules and the Instructions, and, in particular, the provisions of Title 4.4, of the Rules concerning the activity of specialists in the MOT market [and in particular the provisions referred to in Article IA.6.4.2 of the Instructions], which it declares it knows and accepts, and to observe subsequent amendments to the Rules and the Instructions.

*(place and date)*

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*(Signature of the legal representative or its contract representative)*

The specialist specifically approves, in accordance with Articles 1341 and 1342 of the Civil Code, Articles 3.4.3 (Measure to protect the market), 3.4.4 (Measure against market intermediaries), 3.4.5 (Procedures for verifying violations), 3.4.6 (Challenging of measures), 3.4.7 (Disclosure to the public of measures), 4.4.1 (Specialists), [IA.6.4.2 of the Instructions (Obligations of bid MOT specialists)], 6.1.1 (Controls and measures concerning trading), 7.1 (Jurisdiction), 7.2 (Disputes submitted to the court), 7.3 (Other disputes), 7.4 (Appeals Board) and 7.5 (Board of Arbitration) of the Rules.

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*(Signature of the legal representative or its contract representative)*

**MODEL APPLICATION FORM FOR FINANCIAL INSTRUMENTS ADMITTED TO TRADING ON THE  
MOT MARKET ISSUED ON THE BASIS OF A PROGRAMME**

**[BONDS, STRUCTURED BONDS AND COVERED BONDS]**

***Application for a declaration of admissibility to trading on the for [bonds,  
structured bonds and covered bonds] issued on the basis of a programme***

(Company name and legal form) ..... (hereinafter the  
"Company"), with registered office in ..... (city),  
..... (address), tax code ....., VAT no.  
..... in the person of ..... (legal representative or  
other duly authorised person)

and where applicable

The ..... (Company name and legal form) (hereinafter the "guarantor"),  
with registered office in ..... (city), .....  
(address), tax code ....., VAT no. .... in the person of  
..... (legal representative or other duly authorised person):

**WHEREAS**

- Consob, in resolution no. 11091 of 12 December 1997, authorised Borsa Italiana S.p.A. to operate the regulated markets it organises and manages;
- the organisation and management of the Stock Exchange and the market for derivative financial instruments (IDEM) are governed by rules approved by the ordinary shareholders' meeting of Borsa Italiana S.p.A. on 11 December 1997 (hereinafter, as last amended, the "Rules");
- the Board of Directors of Borsa Italiana S.p.A. has approved the Instructions accompanying the Rules;
- Borsa Italiana S.p.A. ensures the confidentiality of any inside information communicated to it, including in connection with its examination of applications and in accordance with Title 2.6 of the Rules and the accompanying Instructions;
- the Issuer [or the Guarantor] 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.

In consideration of the foregoing, the Issuer and the guarantor in the person of its legal representative or other duly authorised person,

**APPLY**



in accordance with Article 2.4.1 of the Rules for the admissibility to listing of the following financial instruments:

- \_\_\_\_\_
- \_\_\_\_\_

to be issued under the programme \_\_\_\_\_ with reference to the following [supplementary notes/program]:

Issued or to be issued on the basis of a prospectus	
<input type="checkbox"/>	Approved by _____ (competent authority) on _____ (date) and transmitted to Consob (where applicable) on _____ (date).
<input type="checkbox"/>	Not yet approved but submitted for approval to _____ (competent authority) on _____ (date)

by means of the procedure referred to in Article 2.4.6 of the Rules, and

DECLARE THAT

THE ISSUER DECLARES THAT:

THE ISSUER	DECLARES THAT
<input type="checkbox"/>	is duly incorporated;

THE GUARANTOR OR, IF NO GUARANTOR IS PRESENT, THE ISSUER DECLARES THAT:

THE GUARANTOR	THE ISSUER	DECLARES THAT
<input type="checkbox"/>		the Guarantor is duly incorporated and that the unconditional and irrevocable guarantee was executed in the execution of a resolution validly taken in compliance with the applicable legal provisions as well as with the bylaw
<input type="checkbox"/>	<input type="checkbox"/>	mandate for the statutory audit of the financial statement for the current year was given to the following statutory auditor or statutory auditing company _____ :  (this declaration is not required in case of Issuer or Guarantors having other instruments admitted on the markets organised and managed by Borsa Italiana)
<input type="checkbox"/>	<input type="checkbox"/>	the Issuer and/or the Guarantor and/or the issue received a rating as per articles 2.2.5 and 2.2.8 of the Rules, respectively for bonds and structured bonds, and IA.2.4.1 of the Instructions: [indicate for each rating the following elements: subject issuing the rating; subject and/or the financial instrument with respect to which the rating was issued; the rating assigned; the date in which the rating was given] _____ _____

<input type="checkbox"/>	<input type="checkbox"/>	<p>the officer responsible for relations with Borsa Italiana information department referred to in Article 2.6.1, paragraph 4, of the Rules and his/her substitute are:</p> <p>Name: _____  Family name: _____  Company: _____  Role in the company: _____  Office phone: _____  Cell. Phone: _____  E-mail _____</p> <p>The substitute is:</p> <p>Name: _____  Family name: _____  Company: _____  Role in the company: _____  Office phone: _____  Cell. Phone: _____  E-mail _____</p> <p>The same information is also provided in the processable format provided by Borsa Italiana.</p>
<input type="checkbox"/>	<input type="checkbox"/>	<p>the Guarantor or the Issuer shall attach a declaration confirming that the last two sets of annual accounts approved and published including the consolidated accounts, filed with Borsa Italiana are complete with all of the relevant attachments required for by the law to which the Guarantor or Issuer is subject and are certified copies of the originals;</p> <p>(this declaration is not required in case of Guarantors or Issuers having other instruments already admitted on the markets organised and managed by Borsa Italiana).</p>

AN ISSUER ESTABLISHED UNDER FOREIGN LAW THAT DOES NOT HAVE OTHER SECURITIES ALREADY LISTED ON MARKETS MANAGED BY BORSA ITALIANA SHALL ALSO DECLARE THAT:

THE ISSUER	DECLARES THAT
<input type="checkbox"/>	it is validly constituted and that its bylaws comply with the laws and regulations to which it is subject
<input type="checkbox"/>	Exclusively limited for the issuer under foreign law of a non-EU country and that has not securities listed on other regulated markets of other EU countries there are no impediments to the substantial observance by the Issuer of the provisions contained in these Rules, in laws and other regulations to which they are subject concerning the information that issuers of financial instruments admitted to listing must make available to the public, Consob and Borsa Italiana; this declaration shall be accompanied by a legal opinion issued by a lawyer licensed to practice in the country in which the Issuer has its headquarters (attach the opinion to the application);

THE GUARANTOR SUBJECT TO FOREIGN LAW WITHOUT INSTRUMENTS ALREADY LISTED IN A MARKET MANAGED BY BORSA ITALIANA, FURTHER DECLARES THAT:

THE GUARANTOR	DECLARES THAT
<input type="checkbox"/>	It is duly incorporated and that its articles of incorporation and bylaws conform with the laws and regulations to which it is subject
<input type="checkbox"/>	Exclusively limited for the guarantor under foreign law of a non-EU country and that has not

	securities listed on other regulated markets of other EU countries there are no impediments to the substantial observance by the guarantor of the provisions contained in these Rules, in laws and other regulations to which they are subject concerning the information that issuers of financial instruments admitted to listing must make available to the public, the Consob and Borsa Italiana; this declaration is rendered and supported by a legal opinion issued by a lawyer licensed to practice in the country in which the issuer has its headquarters (the legal opinion must be attached to the application).
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### **Traceability of financial flows**

1. Borsa Italiana and the Issuer [and the Guarantor, if present] assume all obligations regarding the traceability of the financial flows provided by Law 136/2010, as subsequently amended and implemented (the "Traceability Obligations").
2. The Issuer [and the Guarantor, if present], if it is a "awarding station" pursuant to the legislative decree no. 50 of 18 April 2016 and subsequent amendments, to ensure the enforcement of Article 3 of Law 136/2010 and subsequent amendments, undertakes to communicate to Borsa Italiana by the form Annex 1 in the present Instructions 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.
3. In particular, in fulfilling the Traceability Obligations, Borsa Italiana will communicate to the Issuer [and the Guarantor, if present]:
  - (i) the bank accounts details to be used, also non exclusively, for the payments to be made by the Issuer [and the Guarantor, if present] 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 Issuer [and the Guarantor, if present].

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

\* \* \*

The documentation attached below forms an integral part of this application for listing:

EXHIBIT N.	ATTACHMENTS
<input type="checkbox"/> N. 1	A draft of the base prospectus including any annexes or a copy of the prospectus approved by the competent authority with details of the approval. New versions of such draft or supplements must be sent promptly to Borsa Italiana.
<input type="checkbox"/> N. 2	Copies of the last two sets of approved and published annual accounts including the consolidated accounts where the issuer is required to draw them up, accompanied by the annexes prescribed by

	<p>law.</p> <p>(this attachment is not required to Guarantor or Issuer having other instruments already admitted on the markets organised and managed by Borsa Italiana).</p>
<input type="checkbox"/> N. 3	<p>Where the financial instruments are unconditionally and irrevocably guaranteed by a guarantor, it is attached a copy of the last annual account of the Issuer of the financial instruments, with a copy of the statutory audit report on the annual account if present</p>
<input type="checkbox"/> N. 4	<p>Where not included in other documents, copy of the report of the statutory auditor or the statutory auditing company the last two audited financial accounts and, where they exist, of the two preceding years. (of the Guarantor where present, otherwise of the Issuer);</p> <p>(this attachment is not required to Guarantor or Issuer having other instruments already admitted on the markets organised and managed by Borsa Italiana).</p>
<input type="checkbox"/> N. 5	<p>Where the closing date of the last of the annual accounts is more than 9 months before the date of the admission decision, an interim balance sheet and income statement of the Guarantor if present, otherwise of the Issuer, on a solo and a consolidated basis where applicable — drawn up on the basis of the formats in force for listed companies and accompanied by explanatory notes — with reference to at least the 6 months subsequent to the closing date of the last annual accounts and compared with the corresponding period of the previous financial year (of the Guarantor where present, otherwise of the Issuer )</p> <p>(this attachment is not required in case of issuers having other instruments already admitted on the markets organised and managed by Borsa Italiana).</p> <p>Taking account of the planned date for the start of trading, Borsa Italiana may request balance sheet and income statement for a period ending on a different date, which shall be more recent than the closing date of the latest annual accounts or the end of the six months subsequent to such closing date. In this cases attach the accounts at the different date requested by Borsa Italiana.</p>
<input type="checkbox"/> N. 6	<p>For companies and entities resulting from extraordinary corporate actions, or whose assets and liabilities underwent substantial changes in the financial year preceding that of the submission of the application or subsequently, the following documents must be attached: a pro forma income statement for at least one financial year ended prior to the date of submission of the listing application; a pro forma balance sheet referred to the closing date of the financial year preceding the application where the extraordinary corporate actions or the substantial changes occurred after that date; the report of a statutory auditor or an statutory auditing company containing the results of the checking activity on the reasonableness of the basic assumptions made in preparing the pro forma data, on the correct application of the methods used and on the appropriateness of the accounting policies adopted for their preparation. The financial statements on a solo or a consolidated basis that provide the basis for the pro forma documents, accompanied by the reports a statutory auditor or an statutory auditing company thereon, must also be attached. Where the changes occurred after the closing date of the financial year and more than 9 months have elapsed between such date and the admission decision, the following documents must be attached: a pro forma interim income statement for at least the six months subsequent to the close of the last financial year; a pro forma interim balance sheet referred to the end of the half-year subsequent to the close of the last financial year where the extraordinary corporate actions or the substantial changes occurred after that date; the report of a statutory auditor or an statutory auditing company containing the results of the checking activity on the reasonableness of the basic assumptions made in preparing the pro forma data, on the correct application of the methods used and on the appropriateness of the accounting policies adopted for their preparation. The interim accounting documents must be prepared using methods consistent with those used for the pro forma annual accounts and compared with those reconstructed for the corresponding period of the previous financial year. Taking account of the planned date for the start of trading, Borsa Italiana may request a pro forma balance sheet and income statement for a period ending on a different date, which shall be more recent than the closing date of the latest annual accounts or the end of the six months subsequent to such closing date. The accounting documents referred to in this point must refer to the issuer or be drawn up on a consolidated basis where the issuer is required to prepare consolidated financial statements. The above-mentioned pro forma data may be omitted where they are already contained in the prospectus.</p> <p>(this attachment is not required in case of issuers having other instruments already admitted on the markets organised and managed by Borsa Italiana).</p>

<input type="checkbox"/> N. 7	Pursuant to Article 2.2.5, paragraph 1 of the Rules: <ul style="list-style-type: none"> <li>- for the companies for which a fewer number of solo or consolidated accounts is accepted a copy of at least the latest approved and published annual accounts must be attached, supplemented where appropriate by the documentation referred to in the preceding attachment, if available;</li> <li>- in case of issuers that have never published and filed an annual account, the documents referred to in the preceding attachment shall be submitted.</li> </ul> <p>(this attachment is not required in case of issuers having other instruments already admitted on the markets organised and managed by Borsa Italiana).</p>
<input type="checkbox"/> N. 8	Exclusively limited for the issuer under foreign law of a non-EU country and that has not securities listed on other regulated markets of other EU countries legal opinion in which is confirmed that for the Issuer subject to foreign law there are no impediments to the substantial observance by the Issuer of the provisions contained in these Rules, in laws and other regulations to which they are subject concerning the information that issuers of financial instruments admitted to listing must make available to the public, the Consob and Borsa Italiana.
<input type="checkbox"/> N. 9	Exclusively limited for the guarantor under foreign law of a non-EU country and that has not securities listed on other regulated markets of other EU countries legal opinion in which is confirmed that for the Guarantor subject to foreign law there are no impediments to the substantial observance by it of the provisions contained in these Rules, in laws and other regulations to which they are subject concerning the information that issuers of financial instruments admitted to listing must make available to the public, the Consob and Borsa Italiana.
<input type="checkbox"/> N. 10	a copy of the contract of guarantee with a declaration by its legal representative attesting that it is a true copy of the prevailing originals, if any.
N. 11	Declaration that the contract has been signed with a SDIR included among the list of authorised persons kept by Consob or, alternatively, if the issuer does not use a SDIR for the public disclosure of regulated information, a declaration that the issuer has chosen to disclose regulated information on its own pursuant to Article 65- <i>sexies</i> of Consob Regulation 11971/1999. <p>The declaration must be renewed without delay if a new SDIR is chosen to replace the SDIR previously chosen or after the issuer's decision to disclose regulated information on its own.</p> <p>This declaration is required only in the case of issuer of securities as defined by Article 65, paragraph 1, letter b) of Consob Regulation 11971/1999.</p>

When the request for declaration of admissibility regards covered bonds, the applicant must also be accompanied by the following documentation

<input type="checkbox"/> N. 12	a summary description of: the structure of the operation with an indication of the persons involved (issuing bank, assignee bank, financing bank, assignee company, asset monitor, etc.), their roles and, where available, their ratings;
<input type="checkbox"/> N. 13	a summary description of the guarantee provided by the assignee company and quantitative and qualitative data on the independent pool of assets of such assignee company earmarked for the satisfaction of the rights of the holders of the covered bonds;
<input type="checkbox"/> N. 14	a description of the manner of allocating the cash flows expected from the independent pool of assets among the individual issues of the operation. For each issue the coupon plan, the manner of redemption and any subordination with respect to other issues must also be specified;

<input type="checkbox"/> N. 15	a description of the exposure to risks. In particular, a thorough assessment must be provided of the risks in relation to the independent pool of assets, a description of any trigger events and the consequences for the bonds issued and the manner of intervening to support them.
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Borsa Italiana may, for the purposes of its examination and also during the same, request the issuer to provide additional information, clarifications and documentation with respect to that prescribed. Borsa Italiana may also agree to the omission of information or documents referred to in the preceding points, where such data or documents can be considered superfluous or are already contained in other documentation submitted by the issuer.

#### AND UNDERTAKES

to observe the provisions of the Rules and the Instructions, which it declares it knows and accepts, and to observe subsequent amendments to the Rules and the Instructions.

THE ISSUER	THE GUARANTOR
<i>(place and date)</i>	<i>(place and date)</i>
<i>(Signature of the legal representative or other duly authorised person)</i>	<i>(Signature of the legal representative or other duly authorised person)</i>

Specifically approves, pursuant to Articles 1341 and 1342 of the Civil Code, the following Articles of the Rules: 2.1.2 (Powers in relation to admission), 2.1.3 (General conditions for admission), 2.1.4 (Additional conditions for foreign issuers), 2.1.5 (Additional conditions for issues made by Italian issuers and subject to foreign law), 2.2.5 (Requirements for issuers of bonds), 2.2.7 (Requirements for bonds), 2.2.10 (Requirements for issuers of covered bonds), 2.2.11 (Requirements for covered bonds), 2.2.12 (Disclosure requirements for issuers), 2.2.28 (Requirements for issuers of structured bonds), 2.2.29 (Requirements for structured bonds), 2.2.43 (Other securities), 2.2.44 (Special distribution conditions), 2.4.1 (Applications for admission to listing), 2.4.3 (Procedure for admission to listing in the case of a simultaneous public offering aimed at the distribution of financial instruments), 2.4.5 (Negotiable rights), 2.4.6 (Procedure for the admission to listing of bonds and securitised derivative financial instruments issued under a issue programme), 2.5.1 (Suspension and revocation of listing), 2.5.2 (Revocation procedure), 2.5.3 (Publicity), 2.5.4 (Delisting of bonds upon request), 2.6.1 (Relationships with issuers of listed financial instruments), 2.6.2 (Disclosure requirements), 2.6.5 (Communication of price-sensitive information), 2.6.6 (Obligations of issuers in the event of operations affecting trading in financial instruments), 2.6.10 (Measures against issuers), 2.6.11 (Procedure for verifying violations), 2.6.12 (Challenging of measures), 2.6.13 (Disclosure to the public of measures), 2.6.16 (Fees), 2.7.1 (Manner of fulfilling disclosure requirements vis-à-vis the public and Borsa Italiana by issuers of financial instruments), 3.4.3 (Measures to protect the market), 3.4.4 (Measures against market intermediaries), 3.4.5 (Procedures for verifying violations), 3.4.6 (Challenging of measures), 3.4.7

(Disclosure to the public of measures), 4.4.1 (Specialists), 6.1.1 (Controls and measures concerning trading), 6.1.2 (Measures concerning trading parameters, hours and phases), 7.1 (Jurisdiction), 7.2 (Disputes submitted to the courts), 7.3 (Other disputes), 7.4 (Appeals Board) and 7.5 (Board of Arbitration).

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*(Signature of the legal representative or other duly authorised person)*

**MODEL APPLICATION FORM FOR ISSUERS HAVING AN ISSUE PROGRAMME FOR  
BONDS/STRUCTURED BONDS AND COVERED BONDS, FOR WHICH BORSA ITALIANA HAS  
ISSUED A DECLARATION OF ADMISSIBILITY TO LISTING**

**[BONDS, STRUCTURED BONDS AND COVERED BONDS]**

***Application for listing***

The ..... (Company name and legal form) (hereinafter the  
“Issuer”), with registered office in ..... (city),  
..... (address), tax code ....., VAT no.  
..... in the person of ..... (legal representative or  
other duly authorised person):

and where applicable

The ..... (Company name and legal form) (hereinafter the “guarantor”),  
with registered office in ..... (city), .....  
(address), tax code ....., VAT no. .... in the person of  
..... (legal representative or other duly authorised person):

**WHEREAS**

a) on ..... (date) in decision no. .... Borsa Italiana issued a  
declaration of admissibility to listing for [financial instrument]:

.....

.....

to be issued under the [supplementary notes/programme].....;

b) on ..... (date) in decision no. .... Borsa Italiana subsequently  
confirmed such admissibility (*to be filled out only in the event of subsequent  
confirmation*);

**APPLIES**

in accordance with Article 2.4.1 of the Rules for the admission to listing of the  
following financial instruments \_\_\_\_\_ issued based on the  
[supplementary notes/programme] \_\_\_\_\_ in accordance with the  
procedure of article 2.4.6 [2.4.3, paragraph 7 in case of prior distribution via MOT  
market] of the Rules.

**DECLARE THAT**

THE ISSUER DECLARES THAT:



THE ISSUER	DECLARES THAT
<input type="checkbox"/>	the issue is taking place in execution of a resolution validly taken in compliance with the applicable legal provisions as well as with the bylaw;
<input type="checkbox"/>	the covered bonds have been issued or will be issued pursuant to the implementing provisions of Article 7-bis of Law 130/1999, in connection with transactions carried out pursuant to Article 2.2.9, paragraph 1(a).  (This declaration is requested only for admission of covered bond)
<input type="checkbox"/>	the financial instruments to be admitted to listing are freely negotiable and subject to the rules governing the form, entitlement and circulation of dematerialised securities in the case of issues made under Italian law or to the corresponding provisions of the law of the foreign country in which the financial instruments are issued;
<input type="checkbox"/>	the financial instruments to be admitted to listing can be settled via the settlement system of  <input type="checkbox"/> Monte Titoli S.p.A.  <input type="checkbox"/> Euroclear and Clearstream Banking Luxembourg  on the deposit accounts opened with the central depository  (this declaration, when not filed at the time of filing of this application, it shall be rendered to Borsa Italiana before the admission decision);

THE GUARANTOR OR, IF NO GUARANTOR IS PRESENT, THE ISSUER DECLARES THAT:

THE GUARANTOR	THE ISSUER	DECLARES THAT
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/> the result of the offering are: <ul style="list-style-type: none"> <li>- Total quantity of securities offered: _____</li> <li>- Total nominal value issued: _____</li> <li>- Number of allottees (specify only if the total nominal value is less than the amount requested by the regulatory requirements)</li> </ul> <input type="checkbox"/> accepting the undertakings referred to in Article 2.4.3 paragraphs 1(a) and 1(b) of the Rules (where the issuer intends to use the admission procedure referred to in Articles 2.4.3 of the Rules).
<input type="checkbox"/>	<input type="checkbox"/>	the Issuer and/or the Guarantor and/or the issue received a rating as per articles 2.2.5 and 2.2.8 of the Rules, respectively for bonds and structured bonds, and IA.2.4.1 of the Instructions: [indicate for each rating the following elements: subject issuing the rating; subject and/or the financial instrument with respect to which the rating was issued; the rating assigned; the date in which the rating was given] _____ _____
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/> at the moment of the submission of the application it is not provided the specialist's undertaking referred to in Article 4.4.1 for to support the liquidity of the

		<p>financial instruments</p> <p><input type="checkbox"/> undertakes the commitment as per articles 4.4.1 of the Rules and IA.6.4.1 of the Instructions and declares that the persons acting as specialist have adequate professional qualification and know the rules governing and the manner performing the activity of specialists and the related technical instruments;</p> <p>alternatively;</p> <p><input type="checkbox"/> appointed a third party (specialist) who is undertaking the commitment of articles 4.4.1 of the Rules and IA.6.4.1 of the Instructions (in this case, the third party must fill the Section regarding the Specialist);</p> <p><input type="checkbox"/> it is provided the undertaking to display bids referred to in Article IA.6.4.2 of the Instructions (in this case, the third party must fill the Section regarding the Specialist)</p>
		<p><input type="checkbox"/> in case of prior distribution via MOT market referred to in Article 2.4.3, paragraph 7 of the Rules, intermediary or intermediaries appointed for sale:</p> <p>_____</p>
<input type="checkbox"/>	<input type="checkbox"/>	<p>undertakes, pursuant to Article 2.2.29, paragraph 2(b), of the Rules, to notify the adjustments referred to therein to Borsa Italiana at least two days before the date on which they will become effective, together with such date and the methods used to determine them (only if the admission regards structured bonds linked to the price of the underlying referred to in Article 2.2.27, letters a), e), f), g) and h);</p>
<input type="checkbox"/>	<input type="checkbox"/>	<p>the availability of information updated daily and made available to the public at least once a day on the prices recorded by the assets chosen for the linkage mechanism in the principal market in which they are listed is</p> <p><input type="checkbox"/> assured as follow : _____</p> <p><input type="checkbox"/> assured as specified in the prospectus _____</p> <p>(only for admission of structured bonds)</p>
<input type="checkbox"/>	<input type="checkbox"/>	<p>hedging policies will be adopted coherent with the issuer's internal policies</p>
<input type="checkbox"/>	<input type="checkbox"/>	<p>the person chosen to act as agent for the calculation is:</p> <p><input type="checkbox"/> _____</p> <p><input type="checkbox"/> Specified in the prospectus</p> <p>(only for admission of structured bonds)</p>

IN THE CASE OF FINANCIAL INSTRUMENTS SUBJECT TO THE LAW OF A FOREIGN COUNTRY  
THE ISSUER FURTHER DECLARES THAT:

THE ISSUER	DECLARES THAT
<input type="checkbox"/>	<p>the financial instruments for which application for listing has been made were issued in compliance with the laws, regulations and every other applicable provision and conform with the laws and regulations to which they are subject, also as regards their representation in paper form where applicable</p>

<input type="checkbox"/>	there are no impediments of any kind to the exercise of all the rights attaching to the financial instruments for which application for listing has been made by all the holders who are in identical conditions
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IN THE CASE OF COVERED BOND SUBJECT TO THE LAW OF A FOREIGN COUNTRY THE ISSUER FURTHER DECLARES THAT:

THE ISSUER	DECLARES THAT
<input type="checkbox"/>	the assets and the securities relative to each issue are available to satisfy the rights incorporated in the securities issued and for all intents and purposes constitute a independent pool of assets from that of the issuer. Actions may not be brought against a separate pool of assets by creditors other than the holders of the bonds issued; except in the case where the financial instruments are already admitted to listing on regulated markets of other EU countries, this declaration is rendered and supported by a legal opinion issued by a lawyer licensed to practice in the country in which the issue is subject (the legal opinion must be attached to the application)
<input type="checkbox"/>	the bonds issued are subject to provisions of foreign law basically corresponding to Article 7-bis of Law 130/1999 or, alternatively, that the bonds issued comply with the criteria laid down in Article 22(4) of Directive 85/611/EEC (as replaced by Article 1 of Directive 2001/108/EC). except in the case where the financial instruments are already admitted to listing on regulated markets of other EU countries, this declaration is rendered and supported by a legal opinion issued by a lawyer licensed to practice in the country in which the issue is subject (the legal opinion must be attached to the application)
<input type="checkbox"/>	the legal opinion is not required because the financial instruments are already admitted to listing on regulated markets of other EU countries (in this case it is necessary to render the two declarations above; however the legal opinion is not required).

\* \* \*

THE DOCUMENTATION ATTACHED BELOW FORMS AN INTEGRAL PART OF THIS APPLICATION FOR LISTING:

EXHIBIT N.	ATTACHMENTS
<input type="checkbox"/> N. 1	A supplementary notice for the programme containing the final conditions
<input type="checkbox"/> N. 2	In the case of admission procedures accompanied by the offer to Italian and foreign institutional investors of the bonds for which admission to listing is being applied for, where an offering circular is prepared for such investors, a copy thereof
<input type="checkbox"/> N. 3	Copies of the resolution and, where provided for in the applicable rules, of the authorisations and approvals on the basis of which the securities have been or will be issued and of the documentation attesting that the resolution in question has been entered in the Company Register. If this documentation is not available at the time of the submission of the application for the admission, it shall be presented as soon as possible following the registration and in any case in due time for the dissemination of the Notice announcing the start of trading.  (this attachment is not required for the admission application regarding bond already distributed to public issued by banks)

IN THE CASE OF COVERED BOND APPLICATION FOR THE ADMISSION OF COVERED BONDS MUST ALSO BE ACCOMPANIED BY THE FOLLOWING DOCUMENTATION, IF NOT ALREADY ATTACHED

N. 4	<input type="checkbox"/> a summary description of: the structure of the operation with an indication of the persons involved (issuing bank, assignee bank, financing bank, assignee company, asset monitor, etc.), their roles and, where available, their ratings;
N. 5	<input type="checkbox"/> a summary description of the guarantee provided by the assignee company and quantitative and qualitative data on the independent pool of assets of such assignee company earmarked for the satisfaction of the rights of the holders of the covered bonds;
N. 6	<input type="checkbox"/> a description of the manner of allocating the cash flows expected from the independent pool of assets among the individual issues of the operation. For each issue the coupon plan, the manner of redemption and any subordination with respect to other issues must also be specified;
N. 7	<input type="checkbox"/> a description of the exposure to risks. In particular, a thorough assessment must be provided of the risks in relation to the independent pool of assets, a description of any trigger events and the consequences for the bonds issued and the manner of intervening to support them.
N. 8	<input type="checkbox"/> In the case of covered bond subject to the law of a foreign country, legal opinion issued by a lawyer licensed to practice in the country to whose law the issue is subject, confirming that the assets and the securities relative to each issue are available to satisfy the rights incorporated in the securities issued and for all intents and purposes constitute a independent pool of assets from that of the issuer. Actions may not be brought against a separate pool of assets by creditors other than the holders of the bonds issued; except in the case where the financial instruments are already admitted to listing on regulated markets of other EU countries, this declaration is rendered and supported by a legal opinion issued by a lawyer licensed to practice in the country in which the issue is subject. The legal opinion is not required where the financial instruments are already listed on regulated markets of other EU countries.
N. 9	<input type="checkbox"/> In the case of covered bond subject to the law of a foreign country, legal opinion issued by a lawyer licensed to practice in the country to whose law the issue is subject, confirming that the bonds issued are subject to provisions of foreign law basically corresponding to Article 7- <i>bis</i> of Law 130/1999 or, alternatively, that the bonds issued comply with the criteria laid down in Article 22(4) of Directive 85/611/EEC (as replaced by Article 1 of Directive 2001/108/EC); except in the case where the financial instruments are already admitted to listing on regulated markets of other EU countries, this declaration is rendered and supported by a legal opinion issued by a lawyer licensed to practice in the country in which the issue is subject. The legal opinion is not required where the financial instruments are already listed on regulated markets of other EU countries.

Borsa Italiana may, for the purposes of its examination and also during the same, request the issuer to provide additional information, clarifications and documentation with respect to that prescribed. Borsa Italiana may also agree to the omission of information or documents referred to in the preceding points, where such data or documents can be considered superfluous or are already contained in other documentation submitted by the issuer.

THE ISSUER	THE GUARANTOR
<i>(place and date)</i>	<i>(place and date)</i>
_____	_____
<i>(Signature of the legal representative or other duly authorised person)</i>	<i>(Signature of the legal representative or other duly authorised person)</i>

## SECTION REGARDING THE SPECIALIST/BID INTERMEDIARY

***The undertaking must be drawn up in accordance with the following model:***

An undertaking by the specialist to display bids [and offers] continuously for the financial instruments ..... for which admission to listing is being applied for pursuant to and for the purposes of Title 4.4, of the Rules:

### **Data concerning the intermediary**

- Company name
- Registered office
- Member ID
- Tel.
- Fax
- Admitted to trading on the Stock Exchange in the MOT [Domestic MOT] [EuroMOT] market
- The relationship between Borsa Italiana and the intermediary shall be governed by the general conditions for the supply of the services
- The Specialist [bid intermediary] declares that the persons acting as specialist [bid intermediary] have adequate professional qualifications and know the rules governing and the manner of performing the activity of specialists [bid intermediary] and the related technical instruments
- The specialist [bid intermediary] undertakes to observe the provisions of the Rules and the Instructions, and, in particular, the provisions of Title 4.4, of the Rules concerning the activity of specialists in the MOT market [and in particular the provisions referred to in Article IA.6.4.2 of the Instructions], which it declares it knows and accepts, and to observe subsequent amendments to the Rules and the Instructions.

*(place and date)*

\_\_\_\_\_  
*(Signature of the legal representative or its contract representative)*

The specialist specifically approves, in accordance with Articles 1341 and 1342 of the Civil Code, Articles 3.4.3 (Measure to protect the market), 3.4.4 (Measure against market intermediaries), 3.4.5 (Procedures for verifying violations), 3.4.6 (Challenging of measures), 3.4.7 (Disclosure to the public of measures), 4.4.1 (Specialists), [IA.6.4.2 of the Instructions (Obligations of bid MOT specialists)], 6.1.1 (Controls and measures concerning trading), 7.1 (Jurisdiction), 7.2 (Disputes submitted to the court), 7.3 (Other disputes), 7.4 (Appeals Board) and 7.5 (Board of Arbitration) of the Rules.

\_\_\_\_\_  
*(Signature of the legal representative or its contract representative)*

**MODEL APPLICATION FORM FOR ISSUERS HAVING AN ISSUE PROGRAMME FOR  
BONDS/STRUCTURED BONDS AND COVERED BONDS FOR WHICH BORSA ITALIANA HAS  
ISSUED A DECLARATION OF ADMISSIBILITY TO LISTING**

**[BONDS, STRUCTURED BONDS AND COVERED BONDS]**

***Request for confirmation of admissibility to listing***

(Company name and legal form) ..... (hereinafter the  
"Company"), with registered office in ..... (city),  
..... (address), tax code ....., VAT no.  
..... in the person of ..... (legal representative or  
other duly authorised person)

**WHEREAS**

- a) in decision no. .... dated ..... Borsa Italiana issued a  
declaration of admissibility to listing for bonds to be admitted under the  
programme ..... with reference to the following  
Supplementary Notes .....
- b) in decision no. .... dated ..... Borsa Italiana subsequently  
confirmed the admissibility referred to in point a) (*to be completed in the event of  
subsequent confirmation*);

**APPLIES**

pursuant to Article 2.4.6, paragraph 3, of the Rules, for confirmation of the  
admissibility to listing of the bonds to be issued under the following programme  
..... in relation to the following Supplementary Notes:  
.....

**DECLARES THAT**

the changes made to the Supplementary Notes referred to above as regards the  
characteristics of the financial instruments for which the confirmation of admissibility  
is requested are exclusively those specified below or in the attached document.  
Accordingly confirms that, apart from such changes, the attached Supplementary  
Notes conform with those for which the last declaration of admissibility was issued.

List of the main changes:

\_\_\_\_\_

Accordingly, attaches the following documentation, which shall be an integral part of  
the application:

- Supplementary Notes with the changes highlighted;
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*(Signature of the legal representative or other duly authorised person)*

Specifically approves, pursuant to Articles 1341 and 1342 of the Civil Code, the following Articles of the Rules: 2.1.2 (Powers in relation to admission), 2.1.3 (General conditions for admission), 2.1.4 (Additional conditions for foreign issuers), 2.1.5 (Additional conditions for issues made by Italian issuers and subject to foreign law), 2.2.5 (Requirements for issuers of bonds), 2.2.10 (Requirements for issuers of covered bonds), 2.2.11 (Requirements for covered bonds), 2.2.12 (Disclosure requirements for issuers), 2.2.28 (Requirements for issuers of structured bonds), 2.2.29 (Requirements for structured bonds), 2.4.1 (Applications for admission to listing), 2.4.3 (Procedure for admission to listing in the case of a simultaneous public offering aimed at the distribution of financial instruments), 2.4.6 (Procedure for the admission to listing of bonds and securitised derivative financial instruments issued under a issue programme), 2.5.1 (Suspension and revocation of listing), 2.5.2 (Revocation procedure), 2.5.3 (Publicity), 2.5.4 (Delisting of bonds upon request), 2.6.1 (Relationships with issuers of listed financial instruments), 2.6.2 (Disclosure requirements), 2.6.5 (Communication of price-sensitive information), 2.6.6 (Obligations of issuers in the event of operations affecting trading in financial instruments), 2.6.10 (Measures against issuers), 2.6.11 (Procedure for verifying violations), 2.6.12 (Challenging of measures), 2.6.13 (Disclosure to the public of measures), 2.6.16 (Fees), 2.7.1 (Manner of fulfilling disclosure requirements vis-à-vis the public and Borsa Italiana by issuers of financial instruments), 3.4.3 (Measure to protect the market), 3.4.4 (Measure against market intermediaries), 3.4.5 (Procedures for verifying violations), 3.4.6 (Challenging of measures), 3.4.7 (Disclosure to the public of measures), 4.3.12 (Automatic controls on trading), 4.4.1 (Specialists), 6.1.1 (Controls and measures concerning trading), 6.1.2 (Measures concerning trading parameters, hours and phases), 7.1 (Jurisdiction), 7.2 (Disputes submitted to the courts), 7.3 (Other disputes), 7.4 (Appeals Board) and 7.5 (Board of Arbitration).

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*(Signature of the legal representative or other duly authorised person)*

**MODEL APPLICATIONS FORM FOR ADMISSION TO LISTING OF SECURITIES ISSUED BY INTERNATIONAL ORGANISATIONS AND GOVERNMENT- GUARANTEED SECURITIES**

(Company name and legal form) ..... (hereinafter the "Company"), with registered office in ..... (city), ..... (address), tax code ....., VAT no. .... in the person of ..... (legal representative or other duly authorised person)

WHEREAS

- Consob, in resolution no. 11091 of 12 December 1997, authorised Borsa Italiana S.p.A. to operate the regulated markets it organises and manages;
- the organisation and management of the Stock Exchange and the market for derivative financial instruments (IDEM) are governed by rules approved by the ordinary shareholders' meeting of Borsa Italiana S.p.A. on 11 December 1997 (hereinafter, as last amended, the "Rules");
- the Board of Directors of Borsa Italiana S.p.A. has approved the Instructions accompanying the Rules;
- Borsa Italiana S.p.A. ensures the confidentiality of any inside information communicated to it, including in connection with its examination of applications and in accordance with Title 2.6 of the Rules and the accompanying Instructions;
- the Issuer [or the Guarantor] 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.

In consideration of the foregoing, the Issuer [or the Guarantor] in the person of its legal representative or other duly authorised person,

APPLIES

in accordance with Article 2.4.1 of the Rules for the admission to listing of the following securities \_\_\_\_\_ :

Issued or to be issued on the basis of a prospectus	
<input type="checkbox"/>	Approved by _____ (competent authority) on _____ (date) and transmitted to Consob (where applicable) on _____ (date).
<input type="checkbox"/>	Not yet approved but submitted for approval to _____ (competent authority) on _____ (date)



by means of the procedure referred to in Article

2.4.2

2.4.3

2.4.3, paragraph 7 in case of prior distribution via MOT market

of the Rules, and

DECLARE THAT

THE ISSUER DECLARES THAT:

THE ISSUER	DECLARES THAT
<input type="checkbox"/>	<p>is duly incorporated and that the issue is taking place in execution of a resolution validly taken in compliance with the applicable legal provisions as well as with the bylaw;</p> <p>(this declaration is not required for securities guaranteed by the Italian Republic or issued or guaranteed by other EU member states or issued by public international bodies of which one or more EU member states are members)</p>
<input type="checkbox"/>	<p>the securities to be admitted to listing are freely negotiable and subject to the rules governing the form, entitlement and circulation of dematerialised securities in the case of issues made under Italian law or to the corresponding provisions of the law of the foreign country in which the securities are issued;</p>
<input type="checkbox"/>	<p>The securities to be admitted to listing can be settled via the settlement system of</p> <p><input type="checkbox"/> Monte Titoli S.p.A.</p> <p><input type="checkbox"/> Euroclear and Clearstream Banking Luxembourg</p> <p>on the deposit accounts opened with the central depository</p> <p>(this declaration, when not filed at the time of filing of this application, it shall be rendered to Borsa Italiana before the admission decision);</p>
<input type="checkbox"/>	<p><input type="checkbox"/> the result of the offering are:</p> <ul style="list-style-type: none"> <li>- Total quantity of securities offered: _____</li> <li>- Total nominal value issued: _____</li> <li>- Number of allotees (specify only if the total nominal value is less than the amount requested by the regulatory requirements)</li> </ul> <p><input type="checkbox"/> accepting the undertakings referred to in Article 2.4.3 paragraphs 1(a) and 1(b) of the Rules (where the issuer intends to use the admission procedure referred to in Articles 2.4.3 of the Rules).</p>
<input type="checkbox"/>	<p>the Issuer and/or the Guarantor and/or the issue received a rating as per articles 2.2.5 and 2.2.8 of the Rules, respectively for bonds and structured bonds, and IA.2.4.1 of the Instructions: [indicate for each rating the following elements: subject issuing the rating; subject and/or the financial instrument with respect to which the rating was issued; the rating assigned; the date in which the rating was given]</p> <p>_____</p> <p>_____</p>
<input type="checkbox"/>	<p><input type="checkbox"/> at the moment of the submission of the application it is not provided the specialist's undertaking</p>

	<p>referred to in Article 4.4.1 for to support the liquidity of the financial instruments</p> <p><input type="checkbox"/> undertakes the commitment as per articles 4.4.1 of the Rules and IA.6.4.1 of the Instructions and declares that the persons acting as specialist have adequate professional qualification and know the rules governing and the manner performing the activity of specialists and the related technical instruments;</p> <p>alternatively;</p> <p><input type="checkbox"/> appointed a third party (specialist) who is undertaking the commitment of articles 4.4.1 of the Rules and IA.6.4.1 of the Instructions (in this case, the third party must fill the Section regarding the Specialist);</p> <p><input type="checkbox"/> it is provided the undertaking to display bids referred to in Article IA.6.4.2 of the Instructions (in this case, the third party must fill the Section regarding the Specialist)</p>
<p><input type="checkbox"/></p>	<p><input type="checkbox"/> in case of prior distribution via MOT market referred to in Article 2.4.3, paragraph 7 of the Rules, intermediary or intermediaries appointed for sale:</p> <p>_____</p>
<p><input type="checkbox"/></p>	<p>the officer responsible for relations with Borsa Italiana information department referred to in Article 2.6.1, paragraph 4, of the Rules and his/her substitute are:</p> <p>Name: _____</p> <p>Family name: _____</p> <p>Company: _____</p> <p>Role in the company: _____</p> <p>Office phone: _____</p> <p>Cell. Phone: _____</p> <p>E-mail _____</p> <p>The substitute is:</p> <p>Name: _____</p> <p>Family name: _____</p> <p>Company: _____</p> <p>Role in the company: _____</p> <p>Office phone: _____</p> <p>Cell. Phone: _____</p> <p>E-mail _____</p> <p>The same information is also provided in the processable format provided by Borsa Italiana.</p>
<p><input type="checkbox"/></p>	<p>undertakes, pursuant to Article 2.2.29, paragraph 2(b), of the Rules, to notify the adjustments referred to therein to Borsa Italiana at least two days before the date on which they will become effective, together with such date and the methods used to determine them (only if the admission regards structured bonds linked to the price of the underlying referred to in Article 2.2.27, letters a), e), f), g) and h)</p> <p>(this declaration is not required for securities guaranteed by the Italian Republic or issued or guaranteed by other EU member states or issued by public international bodies of which one or more EU member states are members)</p>
<p><input type="checkbox"/></p>	<p>the availability of information updated daily and made available to the public at least once a day on the prices recorded by the assets chosen for the linkage mechanism in the principal market in which they are listed is</p> <p><input type="checkbox"/> assured as follow : _____</p> <p><input type="checkbox"/> assured as specified in the prospectus _____</p> <p>(only for admission of structured bonds)</p> <p>(this declaration is not required for securities guaranteed by the Italian Republic or issued or</p>

	guaranteed by other EU member states or issued by public international bodies of which one or more EU member states are members)
<input type="checkbox"/>	hedging policies will be adopted coherent with the issuer's internal policies  (this declaration is not required for securities guaranteed by the Italian Republic or issued or guaranteed by other EU member states or issued by public international bodies of which one or more EU member states are members)
<input type="checkbox"/>	the person chosen to act as agent for the calculation is: <input type="checkbox"/> _____ <input type="checkbox"/> Specified in the prospectus (only for admission of structured bonds)

WHERE BONDS ARE ISSUED BY A PERSON IN A NON-EU COUNTRY, UPON REQUEST OF BORSA ITALIANA, FURTHER DECLARES THAT:

<input type="checkbox"/>	Exclusively limited for the issuer under foreign law of a non-EU country and that has not securities listed on other regulated markets of other EU countries there are no impediments to the substantial observance by the issuer of the provisions contained in these Rules and applicable laws and regulations concerning the information that issuers of securities admitted to listing must make available to the public, Consob and Borsa Italiana; this declaration shall be accompanied by a legal opinion issued by a lawyer licensed to practice in the country in which the Issuer has its headquarters (attach the opinion to the application)
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IN THE CASE OF SECURITIES SUBJECT TO THE LAW OF A FOREIGN COUNTRY THE ISSUER FURTHER DECLARES THAT:

THE ISSUER	DECLARES THAT
<input type="checkbox"/>	the securities for which application for listing has been made were issued in compliance with the laws, regulations and every other applicable provision and conform with the laws and regulations to which they are subject, also as regards their representation in paper form where applicable
<input type="checkbox"/>	there are no impediments of any kind to the exercise of all the rights attaching to the securities for which application for listing has been made by all the holders who are in identical conditions

\* \* \*

THE DOCUMENTATION ATTACHED BELOW FORMS AN INTEGRAL PART OF THIS APPLICATION FOR LISTING:

EXHIBIT N.	ATTACHMENTS
<input type="checkbox"/> N. 1	A draft of the prospectus, including any annexes, or a copy of the prospectus approved by the competent authority with details of the approval. New versions of such draft or supplements must be sent promptly to Borsa Italiana.  (this declaration is not required for securities guaranteed by the Italian Republic or issued or guaranteed by other EU member states or issued by public international bodies of which one or more EU member states are members)
<input type="checkbox"/> N. 2	In the case of admission procedures accompanied by the offer to Italian and foreign institutional investors of the bonds for which admission to listing is being applied for, where an offering circular is prepared for such investors, a copy thereof

	(this declaration is not required for securities guaranteed by the Italian Republic or issued or guaranteed by other EU member states or issued by public international bodies of which one or more EU member states are members)
<input type="checkbox"/> N. 3	<p>Copies of the resolution and, where provided for in the applicable rules, of the authorisations and approvals on the basis of which the securities have been or will be issued and of the documentation attesting that the resolution in question has been entered in the Company Register. If this documentation is not available at the time of the submission of the application for the admission, it shall be presented as soon as possible following the registration and in any case in due time for the dissemination of the Notice announcing the start of trading.</p> <p>(this declaration is not required for securities guaranteed by the Italian Republic or issued or guaranteed by other EU member states or issued by public international bodies of which one or more EU member states are members)</p> <p>(this attachment is not required for the admission application regarding bond already distributed to public issued by banks)</p>
<input type="checkbox"/> N. 4	Exclusively limited for the issuer under foreign law of a non-EU country and that has not securities listed on other regulated markets of other EU countries legal opinion issued by a lawyer licensed to practice in the country to whose law the issue is subject, confirming that there are no impediments to the substantial observance by the issuer of the provisions contained in these Rules and applicable laws and regulations concerning the information that issuers of securities admitted to listing must make available to the public, Consob and Borsa Italiana. (exclusively if requested by Borsa Italiana)
<input type="checkbox"/> N. 5	a copy of the contract of guarantee with a declaration by its legal representative attesting that it is a true copy of the prevailing originals (in case of guaranteed issue).

Borsa Italiana may, for the purposes of its examination and also during the same, request the issuer to provide additional information, clarifications and documentation with respect to that prescribed. Borsa Italiana may also agree to the omission of information or documents referred to in the preceding points, where such data or documents can be considered superfluous or are already contained in other documentation submitted by the issuer.

#### AND UNDERTAKES

to observe the provisions of the Rules and the Instructions, which it declares it knows and accepts, and to observe subsequent amendments to the Rules and the Instructions.

<p>THE ISSUER</p> <p><i>(place and date)</i></p> <hr style="width: 30%; margin: 10px auto;"/> <p><i>(Signature of the legal representative or other duly authorised person)</i></p>
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Specifically approves, pursuant to Articles 1341 and 1342 of the Civil Code, the following Articles of the Rules: 2.1.2 (Powers in relation to admission), 2.1.3 (General conditions for admission), 2.1.4 (Additional conditions for foreign issuers), 2.1.5 (Additional conditions for issues made by Italian issuers and subject

to foreign law), 2.2.5 (Requirements for issuers of bonds), 2.2.7 (Requirements for bonds), 2.2.28 (Requirements for issuers of structured bonds), 2.2.29 (Requirements for structured bonds), 2.2.43 (Other securities), 2.2.44 (Special distribution conditions), 2.4.1 (Applications for admission to listing), 2.4.5 (Negotiable rights), 2.4.3 (Procedure for admission to listing in the case of a simultaneous public offering aimed at the distribution of financial instruments), 2.4.7 (Admission to listing of securities issued or guaranteed by States or issued by public international body of which one or more EU member states are members), 2.5.1 (Suspension and revocation of listing), 2.5.2 (Revocation procedure), 2.5.3 (Publicity), 2.5.4 (Delisting of bonds upon request), 2.6.1 (Relationships with issuers of listed financial instruments), 2.6.2 (Disclosure requirements), 2.6.5 (Communication of price-sensitive information), 2.6.6 (Obligations of issuers in the event of operations affecting trading in financial instruments), 2.6.10 (Measures against issuers), 2.6.11 (Procedure for verifying violations), 2.6.12 (Challenging of measures), 2.6.13 (Disclosure to the public of measures), 2.6.16 (Fees), 2.7.1 (Manner of fulfilling disclosure requirements vis-à-vis the public and Borsa Italiana by issuers of financial instruments), 3.4.3 (Measures to protect the market), 3.4.4 (Measures against market intermediaries), 3.4.5 (Procedures for verifying violations), 3.4.6 (Challenging of measures), 3.4.7 (Disclosure to the public of measures), 4.4.1 (Specialists), 6.1.1 (Controls and measures concerning trading), 6.1.2 (Measures concerning trading parameters, hours and phases), 7.1 (Jurisdiction), 7.2 (Disputes submitted to the courts), 7.3 (Other disputes), 7.4 (Appeals Board) and 7.5 (Board of Arbitration).

<p>THE ISSUER</p> <p><i>(place and date)</i></p> <hr style="width: 30%; margin: 10px auto;"/> <p><i>(Signature of the legal representative or other duly authorised person)</i></p>
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## **SECTION REGARDING THE SPECIALIST/BID INTERMEDIARY**

***The undertaking must be drawn up in accordance with the following model:***

An undertaking by the specialist to display bids [and offers] continuously for the financial instruments ..... for which admission to listing is being applied for pursuant to and for the purposes of Title 4.4, of the Rules:

### **Data concerning the intermediary**

- Company name
- Registered office
- Member ID
- Tel.
- Fax
- Admitted to trading on the Stock Exchange in the MOT [Domestic MOT] [EuroMOT] market

- The relationship between Borsa Italiana and the intermediary shall be governed by the general conditions for the supply of the services
- The Specialist [bid intermediary] declares that the persons acting as specialist [bid intermediary] have adequate professional qualifications and know the rules governing and the manner of performing the activity of specialists [bid intermediary] and the related technical instruments
- The specialist [bid intermediary] undertakes to observe the provisions of the Rules and the Instructions, and, in particular, the provisions of Title 4.4, of the Rules concerning the activity of specialists in the MOT market [and in particular the provisions referred to in Article IA.6.4.2 of the Instructions], which it declares it knows and accepts, and to observe subsequent amendments to the Rules and the Instructions.

*(place and date)*

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*(Signature of the legal representative or its contract representative)*

The specialist specifically approves, in accordance with Articles 1341 and 1342 of the Civil Code, Articles 3.4.3 (Measure to protect the market), 3.4.4 (Measure against market intermediaries), 3.4.5 (Procedures for verifying violations), 3.4.6 (Challenging of measures), 3.4.7 (Disclosure to the public of measures), 4.4.1 (Specialists), [IA.6.4.2 of the Instructions (Obligations of bid MOT specialists)], 6.1.1 (Controls and measures concerning trading), 7.1 (Jurisdiction), 7.2 (Disputes submitted to the court), 7.3 (Other disputes), 7.4 (Appeals Board) and 7.5 (Board of Arbitration) of the Rules.

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*(Signature of the legal representative or its contract representative)*

THE APPLICATION MUST BE SENT USING THE SPECIAL ELECTRONIC VENUE MADE AVAILABLE BY BORSA ITALIANA. THE PAPER-BASED APPLICATION FORM GIVEN BELOW MAY BE SENT ONLY SUBJECT TO PRIOR AUTHORIZATION FROM BORSA ITALIANA.

IN THE CASE OF ANY DISCREPANCIES OR INCOMPATIBILITIES FOUND BETWEEN THE CONTENTS OF THE APPLICATION IN THE INSTRUCTIONS AND THE CONTENTS OF THE ELECTRONIC VENUE, THE CONTENT OF THE RULES AND INSTRUCTIONS SHALL PREVAIL.

**MODEL APPLICATION FORM FOR THE ADMISSION OF SECURITISED DERIVATIVE FINANCIAL INSTRUMENTS TO TRADING ON THE ETFPLUS MARKET**

***Application for admission to trading***

(Company name and legal form) ..... (hereinafter the Company or the issuer), with registered office in ..... (city), ..... (address), tax code ....., VAT no. .... in the person of ..... (legal representative or other duly authorised person)

WHEREAS

- Consob, in resolution no. 11091 of 12 December 1997, authorised Borsa Italiana S.p.A. to operate the regulated markets it organises and manages;
- the organisation and management of the Stock Exchange and the market for derivative financial instruments (IDEM) are governed by rules approved by the ordinary shareholders' meeting of Borsa Italiana S.p.A. on 11 December 1997 (hereinafter, as last amended, the Rules);
- the Board of Directors of Borsa Italiana S.p.A. has approved the Instructions accompanying the Rules;
- Borsa Italiana S.p.A. undertakes to ensure the confidentiality of any inside information communicated to it, including in connection with its examination of applications and in accordance with Title 2.6 of the Rules and the accompanying Instructions;
- the Issuer 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.

In consideration of the foregoing, the Company in the person of its legal representative or other duly authorised person,

APPLIES

in accordance with Article 2.4.1 of the Rules for the admission to trading of the following financial instruments:

\_\_\_\_\_ :

Issued on the basis of a prospectus
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<input type="checkbox"/>	Approved by _____ (competent authority) on _____ and sent to Consob (where applicable) on _____.
<input type="checkbox"/>	Not yet approved but filed for approval with _____ on _____

by way of the procedure referred to in Article 2.4.2 of the Rules.

THE ISSUER SHALL DECLARE THAT:

THE ISSUER	DECLARES THAT
<input type="checkbox"/>	it is validly constituted and that the issue is being made on the basis of a resolution validly adopted in compliance with the applicable provisions of the law and the bylaws;
<input type="checkbox"/>	the financial instruments are already listed on _____ (an EU regulated market)
<input type="checkbox"/>	the financial instruments are freely negotiable and subject to the rules governing the form, entitlement and circulation of dematerialised securities in the case of financial instruments governed by Italian law or subject to the corresponding provisions of the foreign law under which the financial instruments are issued;
<input type="checkbox"/>	the financial instruments for which application to trading has been made can be settled via the Monte Titoli S.p.A. settlement system on the deposit accounts opened with the central securities depository (if not made at the time of filing the application, this declaration must be sent to Borsa Italiana before the admission decision);
<input type="checkbox"/>	the financial instruments to be admitted to trading provide for the possibility, at least for some categories of qualified persons, to subscribe and redeem the financial instruments on a continuous basis by means of the delivery of the financial instruments or commodities making up the assets or an equivalent amount of cash and for adequate provisions covering the settlement and delivery of same;

THE ISSUER SHALL ALSO DECLARE THAT:

THE ISSUER	DECLARES THAT
<input type="checkbox"/>	its object provides on an exclusive basis for the making of one or more issues of financial instruments; to that end: <ul style="list-style-type: none"> <li><input type="checkbox"/> it sends a copy of its current bylaws (see Annex 10)</li> <li><input type="checkbox"/> it declares that the bylaws already sent have not been amended (in the case of issuers having other instruments admitted on the organised and managed by Borsa Italiana)</li> </ul>
<input type="checkbox"/>	the assets acquired with the proceeds deriving from the subscription of the financial instruments will constitute, to all intents and purposes, an independent pool of assets separated from that of the issuer;
<input type="checkbox"/>	the assets acquired with the proceeds deriving from the subscription of the financial instruments and the income earned on such assets will be assigned exclusively to satisfy the rights incorporated in the financial instruments and possibly to meet the costs of the transaction;
<input type="checkbox"/>	actions may not be brought against assets acquired with the proceeds deriving from the subscription of an issue by creditors other than the holders of the financial instruments in question;
<input type="checkbox"/>	the statutory auditor or the statutory auditing company _____ has been awarded the engagement to audit the annual accounts for the current year  (this declaration is not required if the Issuer has other instruments admitted on the markets organised and managed by Borsa Italiana)



<input type="checkbox"/>	<p>the statutory audit engagement expired on _____ and has not yet been renewed; in this respect the Issuer expressly undertakes to award the statutory audit engagement to the audit company to the statutory auditor or the statutory auditing company as soon as possible</p> <p>(this declaration is not required if the Issuer has other instruments admitted on the markets organised and managed by Borsa Italiana)</p>
<input type="checkbox"/>	<p>the Issuer and/or the issue have received a credit rating referred to in Article 2.2.20, paragraph 4, of the Rules and IA.2.4.1 [indicate the following information for each rated person and/or financial instrument: the .person that awarded the rating; the person and/or the financial instrument that was the subject of the rating; the rating awarded; and the date it was awarded].</p> <p>_____</p> <p>_____</p>
<input type="checkbox"/>	<p><input type="checkbox"/> it has appointed a person that has entered into the undertaking referred to in Articles 4.4.1 of the Rules and IA.8.4.1 of the Instructions.</p>
<input type="checkbox"/>	<p>Officers responsible for handling requests for information referred to in Article 2.6.1, paragraph 4, of the Rules are:</p> <p>First name: _____</p> <p>Family name: _____</p> <p>Company: _____</p> <p>Role in company: _____</p> <p>Fixed tel. no.: _____</p> <p>Mobile tel. no.: _____</p> <p>E-mail _____</p> <p>The substitute of the officer for handling requests for information</p> <p>First name: _____</p> <p>Family name: _____</p> <p>Company: _____</p> <p>Role in company: _____</p> <p>Fixed tel. no.: _____</p> <p>Mobile tel. no.: _____</p> <p>E-mail _____</p> <p>The Issuer remains the sole responsible for all information and data transmitted and for the performance of any obligations related to the Financial Instruments as required by applicable laws and Rules (this declaration is required only if the officers responsible are not of the Issuer).</p> <p>The same information is also provided in the processable format eventually provided by Borsa Italiana.</p>
<input type="checkbox"/>	<p>undertakes, with regard to financial instruments that give the Issuer the possibility to repay the principal early, to notify Borsa Italiana of the date scheduled for the redemption as soon as it is known and not later than the time limit referred to in Article <del>IA.2.2.3</del> <b>IA.2.2.4</b>;</p>
<input type="checkbox"/>	<p>enters into the undertaking under Article 2.2.22, paragraph 1(d), of the Rules to inform Borsa Italiana, in the cases provided for, of the planned adjustments at least two days before the date on which they become effective and the effective date and the method used to determine them;</p>
<input type="checkbox"/>	<p>an Issuer established under foreign law declares that the copies of the documentation concerning the last two sets of approved and published annual accounts (or of the last annual accounts if the Issuer has been in operation for a shorter period), including the consolidated accounts where applicable, sent to Borsa Italiana are accompanied by all the annexes provided for by the law to which they are subject and are true copies of the originals;</p> <p>(this declaration is not required if the Issuer has other instruments admitted on the markets organised and managed by Borsa Italiana)</p>
<input type="checkbox"/>	<p>a reliable and up-to-date price or some other measure of value is available to the public pursuant to Article 2.2.21, paragraph 1, and that the manner of publishing such prices is indicated in Annex 3</p>

AN ISSUER ESTABLISHED UNDER FOREIGN LAW THAT DOES NOT HAVE OTHER SECURITIES ALREADY LISTED ON MARKETS MANAGED BY BORSA ITALIANA SHALL ALSO DECLARE THAT:

THE ISSUER	DECLARES THAT
<input type="checkbox"/>	it is validly constituted and that its bylaws comply with the laws and regulations to which it is subject
<input type="checkbox"/>	Exclusively limited for the issuer under foreign law of a non-EU country and that has not securities listed on other regulated markets of other EU countries there are no impediments to the substantial observance by the Issuer of the provisions contained in these Rules, in laws and other regulations to which they are subject concerning the information that issuers of financial instruments admitted to listing must make available to the public, Consob and Borsa Italiana; this declaration shall be accompanied by a legal opinion issued by a lawyer licensed to practice in the country in which the Issuer has its headquarters (attach the opinion to the application);

IN THE CASE OF SECURITISED DERIVATIVE FINANCIAL INSTRUMENTS SUBJECT TO FOREIGN LAW, THE ISSUER SHALL ALSO DECLARE THAT:

THE ISSUER	DECLARES THAT
<input type="checkbox"/>	the financial instruments for which application for admission has been made were issued in compliance with the laws, regulations and every other applicable provision and conform with the laws and regulations to which they are subject, also as regards their representation in paper form where applicable
<input type="checkbox"/>	there are no impediments of any kind to the exercise of all the rights attaching to the financial instruments for which application for admission has been made by all the holders who are in identical conditions

### ***Traceability of financial flows***

1. Borsa Italiana and the Issuer assume all obligations regarding the traceability of the financial flows provided by Law 136/2010, as subsequently amended and implemented (the "Traceability Obligations").
2. The Issuer, if it is a "awarding station" pursuant to the legislative decree no. 50 of 18 April 2016 and subsequent amendments, to ensure the enforcement of Article 3 of Law 136/2010 and subsequent amendments, undertakes to communicate to Borsa Italiana by the form Annex 1 in the present Instructions 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.
3. In particular, in fulfilling the Traceability Obligations, Borsa Italiana will communicate to the Issuer [and the Guarantor, if present]:
  - (i) the bank accounts details to be used, also non exclusively, for the payments to be made by the Issuer 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 Issuer.

Any possible amendment of the information indicated in points (i) and (ii) above, will have to be communicated by the Issuer within 7 (seven) days from occurrence.

4. Borsa Italiana undertakes, in particular, to inform the Issuer and the Prefecture/Territorial office of the Government of the province where the Issuer has its registered office) if it becomes aware of breaches by its contractual counterparties, if any, in relation to the Traceability Obligations.

\* \* \*

The following documentation is attached and shall be an integral part of the application:

ANNEX NO.	ANNEX
<input type="checkbox"/> Annex 1	A draft of the prospectus including any annexes or a copy of the prospectus approved by the competent authority, with the details of the approval. New versions of such draft or supplements must be sent promptly to Borsa Italiana
<input type="checkbox"/> Annex 2	A summary table with the features of the financial instrument drawn up in accordance with the model specified by Borsa Italiana according to the instrument's features. (any features that have not been decided at the time the application is filed must be transmitted as soon as they become available and in any case before the admission decision)
<input type="checkbox"/> Annex 3	copies of the documentation concerning the last two sets of approved and published annual accounts (or of the last annual accounts if the Issuer has been in operation for a shorter period), including the consolidated accounts where applicable, accompanied by all the annexes provided for by law;  If the Issuer has been constituted recently, a balance sheet and income statement for a period of less than one year that have been audited by a statutory auditor or a statutory auditing company  (this attachment is not required if the Issuer has other instruments admitted on the markets organised and managed by Borsa Italiana)
<input type="checkbox"/> Annex 4	If not included in other documents, a copy of the report of the statutory auditor or the statutory auditing company on the accounts, including the consolidated accounts where applicable, for the last two financial years and, if they exist, for the two previous years  (this attachment is not required if the Issuer has other instruments admitted on the markets organised and managed by Borsa Italiana)
<input type="checkbox"/> Annex 5	Where the closing date of the last of the annual accounts referred to above is more than 9 months before the date of the admission decision and in the absence of annual accounts, an interim balance sheet and income statement of the issuer on a solo and a consolidated basis where applicable with reference to at least the 6 months subsequent to the closing date of the last annual accounts and compared with the corresponding period of the previous financial year.  (this attachment is not required if the Issuer has other instruments admitted on the markets organised and managed by Borsa Italiana)  Taking account of the planned date for the start of trading, Borsa Italiana may request a fully audited balance sheet and income statement for a period ending on a different date, which shall be more recent than the closing date of the latest annual accounts or the end of the six months subsequent to such closing date. In such cases the balance sheet and income statement for the different period specified by Borsa Italiana shall be attached.
<input type="checkbox"/> Annex 6	Where requested by Borsa Italiana under Article 2.2.21, paragraph 2, of the Rules, the Issuer must attach a legal opinion issued by a lawyer licensed to practice in Italy or in the country in which the underlying is traded attesting the existence in the latter of rules substantially equivalent to those in force in Italy on the information to be made available to the public and the regulatory authority by the issuer of the underlying.
<input type="checkbox"/>	Exclusively limited for the issuer under foreign law of a non-EU country and that has not securities

Annex 7	listed on other regulated markets of other EU countries a legal opinion attesting that for the issuer established under foreign law there are no impediments to the substantial observance by the Issuer of the provisions contained in the Rules or in the laws and other regulations to which they are subject concerning the information that issuers of financial instruments admitted to listing must make available to the public, Consob and Borsa Italiana.
<input type="checkbox"/> Annex 8	If the underlying of the financial instruments consists of assets referred to in Article IC.2.1, paragraph 1(f), of the Instructions, details of the method used to calculate and manage the indexes, where this is not already sufficiently described in the prospectus.
<input type="checkbox"/> Annex 9	A copy of the current bylaws issued by the Company Register or, in the case of foreign entities or issuers, by some other competent authority.  (this attachment is not required if the Issuer has other instruments admitted on the markets organised and managed by Borsa Italiana, provided there is a declaration attesting that the bylaws already transmitted have not been amended)
<input type="checkbox"/> Annex 10	A legal opinion issued by a leading international law firm attesting that the conditions referred to in Article 2.2.22, paragraph 6, of the Rules obtain.
<input type="checkbox"/> Annex 11	A description of the structure of the operation.  <input type="checkbox"/> 1. A summary description of: the structure of the operation with an indication of the persons involved, their roles and, where available, their ratings; any guarantees backing the operation or individual tranches (credit enhancement); and any financial transactions involved in the operation. <input type="checkbox"/> 2. A summary description of the quantitative and qualitative data concerning the underlying assets, the components of the pool of assets and any assets pledged as guarantees and destined for the repayment of the financial instruments (collateral) and of the risks associated with such assets, where not detailed in the prospectus. <input type="checkbox"/> 3. A description of the manner of managing the cash flows expected in connection with the subscription and redemption of the financial instruments, where not detailed in the prospectus. <input type="checkbox"/> 4. A description of the steps taken for the custody of the raw materials/precious metals for each type/tranche of financial instruments that can be issued under the prospectus with commodities as their underlying, where not detailed in the prospectus. <input type="checkbox"/> 5. A description of the type of contracts, including derivative contracts, concluded in order to link the value of the financial instruments issued to the price of the underlying and of the counterparties to such contracts, for each type of financial instrument that can be issued under the prospectus. In addition, a description of the conditions permitting the replacement of the counterparties to such contracts and the consequences of such replacements for the holders of the financial instruments. The descriptions referred to above do not have to be provided if they are already set out in detail in the prospectus. <input type="checkbox"/> 6. A description of the exposure to risks and an assessment of the risk of default or credit downgrade (where material) with reference to the counterparties to the contracts underlying the financial instruments and of any guarantors, where not detailed in the prospectus.
<input type="checkbox"/> Annex 12	If not integrated in the application form, undertaking of the specialist, signed by its legal representative or contract representative, entirely reproducing the content of the section regarding the specialist included in the present application form.
<input type="checkbox"/> Annex 13	Declaration that the contract has been signed with a SDIR included among the list of authorised persons kept by Consob or, alternatively, if the issuer does not use a SDIR for the public disclosure of regulated information, a declaration that the issuer has chosen to disclose regulated information on its own pursuant to Article 65-sexies of Consob Regulation 11971/1999.  The declaration must be renewed without delay if a new SDIR is chosen to replace the SDIR previously chosen or after the issuer's decision to disclose regulated information on its own.  This declaration is required only in the case of issuer of securities as defined by Article 65, paragraph 1, letter b) of Consob Regulation 11971/1999.

Borsa Italiana may, for the purposes of its examination and also during the same, request the Issuer to provide additional information, clarifications and documentation with respect to that provided for. It may also agree to the omission of information or documents referred to in the preceding points, where such data or documents can be considered superfluous or are already contained in other documentation submitted. In such cases, the additional information documents, clarifications and documentation requested by Borsa Italiana will need to be filed and, where authorised by Borsa Italiana, the information and documents that are surplus or already contained in other documentation submitted may be omitted.

AND UNDERTAKE

to observe the provisions of the Rules and the Instructions, which the parties declare they know and accept, and to observe subsequent amendments to the Rules and the Instructions.

THE ISSUER
<i>(place and date)</i>
_____
<i>(Signature of the legal representative or other duly authorised person)</i>

Specifically approves, pursuant to Articles 1341 and 1342 of the Civil Code, the following Articles of the Rules: 2.1.2 (Powers in relation to admission), 2.1.3 (General conditions for admission), 2.1.4 (Additional conditions for foreign issuers), 2.1.5 (Additional conditions for issues made by Italian issuers and subject to foreign law), 2.2.20 (Requirements for issuers of securitised derivative financial instruments), 2.2.21 (Underlying assets), 2.2.22 (Requirements for securitised derivative financial instruments) 2.4.1 (Applications for admission to listing), 2.4.6 (Procedure for the admission to listing of bonds and securitised derivative financial instruments issued under a issue programme), 2.5.1 (Suspension and revocation of listing), 2.5.2 (Revocation procedure), 2.5.3 (Publicity), 2.5.10 (Delisting upon request from the ETFplus market), 2.6.1 (Relationships with issuers of listed financial instruments), 2.6.2 (Disclosure requirements), 2.6.5 (Communication of price-sensitive information), 2.6.6 (Obligations of issuers in the event of operations affecting trading in financial instruments), 2.6.10 (Measures against issuers), 2.6.11 (Procedure for verifying violations), 2.6.12 (Challenging of measures), 2.6.13 (Disclosure to the public of measures), 2.6.16 (Fees), 2.7.1 (Manner of fulfilling disclosure requirements vis-à-vis the public and Borsa Italiana by issuers of financial instruments), 3.4.3 (Measure to protect the market), 3.4.4 (Measure against market intermediaries), 3.4.5 (Procedures for verifying violations), 3.4.6 (Challenging of measures), 3.4.7 (Disclosure to the public of measures), 4.3.12 (Automatic controls on trading), 4.4.1 (Specialists), 6.1.1 (Controls and measures concerning trading), 6.1.2 (Measures concerning trading parameters, hours and phases), 7.1 (Jurisdiction), 7.2 (Disputes submitted to the courts), 7.3 (Other disputes), 7.4 (Appeals Board) and 7.5 (Board of Arbitration).

THE ISSUER
<i>(place and date)</i>
_____
<i>(Signature of the legal representative or other duly authorised person)</i>

**SECTION REGARDING THE SPECIALIST**

***The undertaking must be drawn up in accordance with the following model:***

An undertaking by the specialist on the ETFplus market to display bids and offers continuously for the financial instruments

.....

.....

for which admission to listing is being applied for pursuant to and for the purposes of Title 4.4 of the Rules:

Data concerning the specialist

- Company name
- Registered office
- Member ID
- Tel.
- Fax
- Admitted to trading on the Stock Exchange in the ETFplus market
- The relationship between Borsa Italiana and the Specialist shall be governed by the general conditions for the supply of the services
- The Specialist declares that the persons acting as specialist have adequate professional qualifications and know the rules governing and the manner of performing the activity of specialists and the related technical instruments
- The specialist undertakes to observe the provisions of the Rules and the Instructions, and, in particular, the provisions of Title 4.4 of the Rules concerning the activity of specialists on ETFplus market, which it declares it knows and accepts, and to observe subsequent amendments to the Rules and the Instructions.

*(place and date)*

\_\_\_\_\_

*(Signature of the legal representative or its contract representative)*

The specialist specifically approves, in accordance with Articles 1341 and

1342 of the Civil Code, Articles 3.4.3 (Measure to protect the market), 3.4.4 (Measure against market intermediaries), 3.4.5 (Procedures for verifying violations), 3.4.6 (Challenging of measures), 3.4.7 (Disclosure to the public of measures), 4.4.1 (Specialists), 6.1.1 (Controls and measures concerning trading), 7.1 (Jurisdiction), 7.2 (Disputes submitted to the court), 7.3 (Other disputes), 7.4 (Appeals Board) and 7.5 (Board of Arbitration) of the Rules.

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*(Signature of the legal representative or its contract representative)*

*This application form applies insofar as it is compatible with admissions made under a programme (Article 2.4.6 of the Rules)*

THE APPLICATION MUST BE SENT USING THE SPECIAL ELECTRONIC VENUE MADE AVAILABLE BY BORSA ITALIANA. THE PAPER-BASED APPLICATION FORM GIVEN BELOW MAY BE SENT ONLY SUBJECT TO PRIOR AUTHORIZATION FROM BORSA ITALIANA.

IN THE CASE OF ANY DISCREPANCIES OR INCOMPATIBILITIES FOUND BETWEEN THE CONTENTS OF THE APPLICATION IN THE INSTRUCTIONS AND THE CONTENTS OF THE ELECTRONIC VENUE, THE CONTENT OF THE RULES AND INSTRUCTIONS SHALL PREVAIL.

**MODEL APPLICATION FORM FOR ADMISSION OF UNIT/SHARES OF OPEN-END FUNDS  
OTHER THAN ETF ON THE ETFPLUS MARKET**

***Application for admission to trading***

(Company name and legal form) ..... (hereinafter the Company or the issuer), with registered office in ..... (city), ..... (address), tax code ....., VAT no. .... in the person of ..... (legal representative or other duly authorised person)

WHEREAS

- Consob, in resolution no. 11091 of 12 December 1997, authorised Borsa Italiana S.p.A. to operate the regulated markets it organises and manages;
- the organisation and management of the Stock Exchange and the market for derivative financial instruments (IDEM) are governed by rules approved by the ordinary shareholders' meeting of Borsa Italiana S.p.A. on 11 December 1997 (hereinafter, as last amended, the Rules);
- the Board of Directors of Borsa Italiana S.p.A. has approved the Instructions accompanying the Rules;
- Borsa Italiana S.p.A. undertakes to ensure the confidentiality of any inside information communicated to it, including in connection with its examination of applications and in accordance with Title 2.6 of the Rules and the accompanying Instructions;
- the Issuer 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.

In consideration of the foregoing, the Company in the person of its legal representative or other duly authorised person,

APPLIES

in accordance with Article 2.4.1 of the Rules for the admission to trading of the following financial instruments:

\_\_\_\_\_ :

Issued on the basis of a prospectus	
For foreign CIUs:	
<input type="checkbox"/>	Approved by _____ (competent authority) on _____
<input type="checkbox"/>	Not yet approved but filed for approval with _____ on _____



For Italian CIUs:

in compliance to Consob Regulation 11971

by way of the procedure referred to in Article 2.4.2 of the Rules.

DECLARES THAT:

THE ISSUER	DECLARES THAT
<input type="checkbox"/>	the financial instruments are freely negotiable and subject to the rules governing the form, entitlement and circulation of dematerialised securities in the case of financial instruments governed by Italian law or subject to the corresponding provisions of the foreign law under which the financial instruments are issued
<input type="checkbox"/>	the financial instruments for which application to trading has been made can be settled via the Monte Titoli S.p.A. settlement system on the deposit accounts opened with the central securities depository
<input type="checkbox"/>	<input type="checkbox"/> the management company's or Sicav's article of incorporation and bylaws (Annex 1) are in force and are true copies of the original  or  <input type="checkbox"/> the management company's or Sicav's article of incorporation and bylaws sent to Borsa Italiana on _____ are at the present in force and have not been amended
<input type="checkbox"/>	for Italian CIUs, the CIU rules, is approved by the issuer and the attached copy is true copy of the original
<input type="checkbox"/>	for foreign CIUs, the CIU has completed the procedure for marketing CIUSs in Italy as referred to in Article 42 of the Consolidated Law on Finance;
<input type="checkbox"/>	it has appointed a person that has entered into the undertaking referred to in Article 4.3.13 of the Rules
<input type="checkbox"/>	undertakes to communicate to Borsa Italiana according to the manner, timing and details specified in the Instructions the value of the net asset value (NAV)
<input type="checkbox"/>	Officers responsible for handling requests for information referred to in Article 2.6.1, paragraph 4, of the Rules are: First name: _____ Family name: _____ Company: _____ Role in company: _____ Fixed tel. no.: _____ Mobile tel. no.: _____ E-mail _____  The substitute of the officer for handling requests for information First name: _____ Family name: _____ Company: _____ Role in company: _____ Fixed tel. no.: _____ Mobile tel. no.: _____ E-mail _____

	<p>The Issuer remains the sole responsible for all information and data transmitted and for the performance of any obligations related to the Financial Instruments as required by applicable laws and Rules (this declaration is required only if the officers responsible are not of the Issuer)</p> <p>The same information is also provided in the processable format eventually provided by Borsa Italiana.</p>
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AN ISSUER ESTABLISHED UNDER FOREIGN LAW THAT DOES NOT HAVE OTHER SECURITIES ALREADY LISTED ON MARKETS MANAGED BY BORSA ITALIANA SHALL ALSO DECLARE THAT:

THE ISSUER	DECLARES THAT
<input type="checkbox"/>	There are no impediments to the substantial observance by the Issuer of the provisions contained in these Rules, in laws and other regulations to which they are subject concerning the information that issuers of financial instruments admitted to listing must make available to the public, Consob and Borsa Italiana;

***Traceability of financial flows***

1. Borsa Italiana and the Issuer assume all obligations regarding the traceability of the financial flows provided by Law 136/2010, as subsequently amended and implemented (the "Traceability Obligations").
2. The Issuer, if it is a "awarding station" pursuant to the legislative decree no. 50 of 18 April 2016 and subsequent amendments, to ensure the enforcement of Article 3 of Law 136/2010 and subsequent amendments, undertakes to communicate to Borsa Italiana by the form Annex 1 in the present Instructions 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.
3. In particular, in fulfilling the Traceability Obligations, Borsa Italiana will communicate to the Issuer:
  - (i) the bank accounts details to be used, also non exclusively, for the payments to be made by the Issuer 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 Issuer.

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

\* \* \*

The following documentation is attached and shall be an integral part of the application:

EXHIBIT	ANNEX
<input type="checkbox"/> N. 1	A copy of the management company's or Sicav's articles of incorporation and bylaws (this attachment is not required to the Issuer having other instruments already admitted on the market organised and managed by Borsa Italiana and if the Issuer has declared that the articles of incorporation and bylaws already transmitted have not been amended and are already in force.
<input type="checkbox"/> N. 2	For Italian CIUS, a copy of the rules of the CIU.
<input type="checkbox"/> N. 3	A draft of the prospectus or a copy of the prospectus approved by the competent authority with details of the approval and the "key information for investors" KIID). The definitive versions of the prospectus must be sent promptly to Borsa Italiana.
<input type="checkbox"/> N. 4	For foreign CIUs, a draft of the listing document drawn up in the manner provided for in the Consob regulations in force. The definitive versions of such documents must be sent promptly.
<input type="checkbox"/> N. 5	A copy of the last annual or half-yearly statement of operations of the CIU, where available. (this attachment is not required to the Issuer having other instruments already admitted on the market organised and managed by Borsa Italiana )
<input type="checkbox"/> N. 6	A summary table with the features of the financial instrument drawn up in accordance with the model specified by Borsa Italiana according to the instrument's features. (Any features that have not been decided at the time the application is filed must be transmitted as soon as they become available and in any case before the admission decision)
<input type="checkbox"/> N. 7	For foreign CIUs, UCITS declaration (if not resulting in other documentation transmitted to Borsa Italiana)
<input type="checkbox"/> N. 8	If not integrated in the application form, undertaking of the appointed intermediary, signed by its legal representative or contract representative, reproducing entirely the content of the specific section included in the present application form's model
<input type="checkbox"/> N. 9	Description of the structure of the operation (if not resulting in other documentation transmitted to Borsa Italiana) <ul style="list-style-type: none"> <li>– summary description of the operation with an indication of the persons involved;</li> <li>– indication of the central depository where the shares/units are deposited (issuer CSD);</li> <li>– description of the operating modes of interaction between the issuer (or its Transfer Agent/Deposit Bank), the central depository and the appointed intermediary for the credit/debit of the shares/units;</li> <li>– description of methods of flow management to ensure the link between the activity in the primary market (subscriptions and redemptions) and the secondary market.</li> </ul>

Borsa Italiana may, for the purposes of its examination and also during the same, request the Issuer to provide additional information, clarifications and documentation with respect to that provided for. It may also agree to the omission of information or documents referred to in the preceding points, where such data or documents can be considered superfluous or are already contained in other documentation submitted.

AND UNDERTAKES

to observe the provisions of the Rules and the Instructions, which the parties declare they know and accept, and to observe subsequent amendments to the Rules and the Instructions.

THE ISSUER
<i>(place and date)</i>
_____
<i>(Signature of the legal representative or other duly authorised person)</i>

Specifically approves, pursuant to Articles 1341 and 1342 of the Civil Code, the following Articles of the Rules: 2.1.2 (Powers in relation to admission), 2.1.3 (General conditions for admission), 2.1.4 (Additional conditions for foreign issuers), 2.1.5 (Additional conditions for issues made by Italian issuers and subject to foreign law), 2.2.35 (Requirements for listing of open-end CIUs other than ETFs), 2.4.1 (Applications for admission to listing), 2.5.1 (Suspension and revocation of listing), 2.5.2 (Revocation procedure), 2.5.3 (Publicity), 2.5.10 (Delisting upon request from the ETFplus market), 2.6.1 (Relationships with issuers of listed financial instruments), 2.6.2 (Disclosure requirements), 2.6.5 (Communication of price-sensitive information), 2.6.6 (Obligations of issuers in the event of operations affecting trading in financial instruments), 2.6.10 (Measures against issuers), 2.6.11 (Procedure for verifying violations), 2.6.12 (Challenging of measures), 2.6.13 (Disclosure to the public of measures), 2.6.16 (Fees), 2.7.1 (Manner of fulfilling disclosure requirements vis-à-vis the public and Borsa Italiana by issuers of financial instruments), 4.3.13 (Method of trading of open-end CIUs, other than ETFs), 6.1.1 (Controls and measures concerning trading), 6.1.2 (Measures concerning trading parameters, hours and phases), 7.1 (Jurisdiction), 7.2 (Disputes submitted to the courts), 7.3 (Other disputes), 7.4 (Appeals Board) and 7.5 (Board of Arbitration).

THE ISSUER
<i>(place and date)</i>
_____
<i>(Signature of the legal representative or other duly authorised person)</i>

**SECTION REGARDING THE APPOINTED INTERMEDIARY**

***The undertaking must be drawn up in accordance with the following model:***

An undertaking by the appointed intermediary in open-end funds other than ETFs to enter buy and sell orders for a quantity equal to the difference between the buy and sell orders entered on financial instruments during the trading session.

.....  
.....  
.....

for which it undertakes pursuant to and for the purposes of article 4.3.13 of the Rules:

**Data concerning the appointed intermediary in open-end fund**

- Company name
- Registered office
- Member ID
- Tel.
- Fax
- Admitted to trading on the Stock Exchange in the ETFplus market
- The relationship between Borsa Italiana and the Appointed Intermediary shall be governed by the general conditions for the supply of the services
- The appointed intermediary in open-end fund other than ETFs undertakes to observe the provisions of the Rules and the Instructions, and, in particular, the provisions of Title 3.3.1 and of Title 4.3.13 of the Rules, which it declares it knows and accepts, and to observe subsequent amendments to the Rules and the Instructions.

*(place and date)*

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*(Signature of the legal representative or its contract representative)*

The appointed intermediary specifically approves, in accordance with Articles 1341 and 1342 of the Civil Code, Articles 3.4.3 (Measure to protect the market), 3.4.4 (Measure against market intermediaries), 3.4.5 (Procedures for verifying violations), 3.4.6 (Challenging of measures), 3.4.7 (Disclosure to the public of measures), 4.3.13 (Method of trading of open-end CIUs, other than ETFs), 6.1.1 (Controls and measures concerning trading), 7.1 (Jurisdiction), 7.2 (Disputes submitted to the court), 7.3 (Other disputes), 7.4 (Appeals Board) and 7.5 (Board of Arbitration) of the Rules.

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*(Signature of the legal representative or its contract representative)*

THE APPLICATION MUST BE SENT USING THE SPECIAL ELECTRONIC VENUE MADE AVAILABLE BY BORSA ITALIANA. THE PAPER-BASED APPLICATION FORM GIVEN BELOW MAY BE SENT ONLY SUBJECT TO PRIOR AUTHORIZATION FROM BORSA ITALIANA.

IN THE CASE OF ANY DISCREPANCIES OR INCOMPATIBILITIES FOUND BETWEEN THE CONTENTS OF THE APPLICATION IN THE INSTRUCTIONS AND THE CONTENTS OF THE ELECTRONIC VENUE, THE CONTENT OF THE RULES AND INSTRUCTIONS SHALL PREVAIL.

**MODEL APPLICATION FORM FOR THE ADMISSION OF UNIT/SHARES OF ETFs ON THE  
ETFPLUS MARKET**

***Application for admission to trading***

(Company name and legal form) ..... (hereinafter the Company or the issuer), with registered office in ..... (city), ..... (address), tax code ....., VAT no. .... in the person of ..... (legal representative or other duly authorised person)

WHEREAS

- Consob, in resolution no. 11091 of 12 December 1997, authorised Borsa Italiana S.p.A. to operate the regulated markets it organises and manages;
- the organisation and management of the Stock Exchange and the market for derivative financial instruments (IDEM) are governed by rules approved by the ordinary shareholders' meeting of Borsa Italiana S.p.A. on 11 December 1997 (hereinafter, as last amended, the Rules);
- the Board of Directors of Borsa Italiana S.p.A. has approved the Instructions accompanying the Rules;
- Borsa Italiana S.p.A. undertakes to ensure the confidentiality of any inside information communicated to it, including in connection with its examination of applications and in accordance with Title 2.6 of the Rules and the accompanying Instructions;
- the Issuer 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.

In consideration of the foregoing, the Company in the person of its legal representative or other duly authorised person,

APPLIES

in accordance with Article 2.4.1 of the Rules for the admission to trading of the following financial instruments:

\_\_\_\_\_ :

Issued on the basis of a prospectus
For foreign ETF:

<input type="checkbox"/> Approved by _____ (competent authority) on _____ <input type="checkbox"/> Not yet approved but filed for approval with _____ on _____ For Italian ETF: <input type="checkbox"/> in compliance to Consob Regulation 11971
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by way of the procedure referred to in Article 2.4.2 of the Rules.

DECLARES THAT:

THE ISSUER	DECLARES THAT
<input type="checkbox"/>	the financial instruments are freely negotiable and subject to the rules governing the form, entitlement and circulation of dematerialised securities in the case of financial instruments governed by Italian law or subject to the corresponding provisions of the foreign law under which the financial instruments are issued
<input type="checkbox"/>	the financial instruments for which application to trading has been made can be settled via the Monte Titoli S.p.A. settlement system on the deposit accounts opened with the central securities depository
<input type="checkbox"/>	<input type="checkbox"/> the management company's or Sicav's article of incorporation and bylaws (Annex 1) are in force and are true copies of the original Or <input type="checkbox"/> the management company's or Sicav's article of incorporation and bylaws sent to Borsa Italiana on _____ are at the present in force and have not been amended
<input type="checkbox"/>	for Italian ETFs, the ETF rules is approved by the issuer and the attached copy, is true copy of the original
<input type="checkbox"/>	for foreign ETF, the ETF has completed the procedure for marketing CIUSs in Italy as referred to in Article 42 of the Consolidated Law on Finance;
<input type="checkbox"/>	it has appointed a person that has entered into the undertaking referred to in Articles 4.4.1 of the Rules and IA.8.4.1 of the Instructions
<input type="checkbox"/>	undertakes to make the indicative net asset value (iNAV) available to the public in the manner specified in the Instructions
<input type="checkbox"/>	for actively managed ETFs, the information on the portfolio is available _____ and is regularly updated _____
<input type="checkbox"/>	Officers responsible for handling requests for information referred to in Article 2.6.1, paragraph 4, of the Rules are: First name: _____ Family name: _____ Company: _____ Role in company: _____ Fixed tel. no.: _____ Mobile tel. no.: _____ E-mail _____  The substitute of the officer for handling requests for information First name: _____ Family name: _____ Company: _____ Role in company: _____

	Fixed tel. no.: _____ Mobile tel. no.: _____ E-mail _____  The Issuer remains solely responsible for all information and data transmitted and for the performance of any obligations related to the Financial Instruments as required by applicable laws and Rules (this declaration is required only if the officers responsible are not of the Issuer).  The same information is also provided in the processable format eventually provided by Borsa Italiana.
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AN ISSUER ESTABLISHED UNDER FOREIGN LAW THAT DOES NOT HAVE OTHER SECURITIES ALREADY LISTED ON MARKETS MANAGED BY BORSA ITALIANA SHALL ALSO DECLARE THAT:

THE ISSUER	DECLARES THAT
<input type="checkbox"/>	Exclusively limited for the issuer under foreign law of a non-EU country and that has not securities listed on other regulated markets of other EU countries there are no impediments to the substantial observance by the Issuer of the provisions contained in these Rules, in laws and other regulations to which they are subject concerning the information that issuers of financial instruments admitted to listing must make available to the public, Consob and Borsa Italiana; this declaration shall be accompanied by a legal opinion issued by a lawyer licensed to practice in the country in which the Issuer has its headquarters (attach the opinion to the application);

***Traceability of financial flows***

1. Borsa Italiana and the Issuer assume all obligations regarding the traceability of the financial flows provided by Law 136/2010, as subsequently amended and implemented (the "Traceability Obligations").
2. The Issuer, if it is a "awarding station" pursuant to legislative decree no. 50 of 18 April 2016 and subsequent amendments, to ensure the enforcement of Article 3 of Law 136/2010 and subsequent amendments, undertakes to communicate to Borsa Italiana by the form Annex 1 in the present Instructions 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.
3. In particular, in fulfilling the Traceability Obligations, Borsa Italiana will communicate to the Issuer:
  - (i) the bank accounts details to be used, also non exclusively, for the payments to be made by the Issuer 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 Issuer.

Any possible amendment of the information indicated in points (i) and (ii) above, will have to be communicated by the Issuer within 7 (seven) days from occurrence.
4. Borsa Italiana undertakes, in particular, to inform the Issuer and the Prefecture/Territorial office of the Government of the province where the Issuer has its



registered office) if it becomes aware of breaches by its contractual counterparties, if any, in relation to the Traceability Obligations.

\* \* \*

The following documentation is attached and shall be an integral part of the application:

EXHIBIT	ANNEX
<input type="checkbox"/> N. 1	A copy of the management company's or Sicav's articles of incorporation and bylaws (this attachment is not required to the Issuer having other instruments already admitted on the market organised and managed by Borsa Italiana and if the Issuer has declared that the articles of incorporation and bylaws already transmitted have not been amended and are already in force)
<input type="checkbox"/> N. 2	For Italian ETFs, a copy of the rules of the ETF;
<input type="checkbox"/> N. 3	A draft of the prospectus or a copy of the prospectus approved by the competent authority with details of the approval and the "key information for investors" KIID). The definitive versions of the prospectus must be sent promptly to Borsa Italiana.
<input type="checkbox"/> N. 4	For foreign CIUs, a draft of the listing document drawn up in the manner provided for in the Consob regulations in force. The definitive versions of such documents must be sent promptly.
<input type="checkbox"/> N. 5	For index ETFs, an indication of the composition of the reference index, the method and sources for its calculation, and its updating and dissemination. (This report is not required where the reference index is calculated, updated and disseminated by Borsa Italiana or by a company with which Borsa Italiana has concluded a specific agreement)
<input type="checkbox"/> N. 6	For structured ETFs an indication of the composition and the method and sources for the calculation, updating and dissemination of the index to which the performance of the ETF is linked and on any other variables in the formula linking the value of the index to that of the ETF. Borsa Italiana may waive the request for this report if such information is already available to it.
<input type="checkbox"/> N. 7	A copy of the last annual or half-yearly statement of operations of the ETF, where available. (this attachment is not required to the Issuer having other instruments already admitted on the market organised and managed by Borsa Italiana)
<input type="checkbox"/> N. 8	A summary table with the features of the financial instrument drawn up in accordance with the model specified by Borsa Italiana according to the instrument's features. (Any features that have not been decided at the time the application is filed must be transmitted as soon as they become available and in any case before the admission decision)
<input type="checkbox"/> N. 9	Exclusively limited for the issuer under foreign law of a non-EU country and that has not securities listed on other regulated markets of other EU countries a legal opinion issued by a lawyer licensed to practice in the country in which the issuer has its headquarters, confirming that there are no impediments to the substantial observance by the issuer of the provisions contained in these Rules, in laws and other regulations to which they are subject concerning the information that issuers of financial instruments admitted to listing must make available to the public, the Consob and Borsa Italiana.
<input type="checkbox"/> N. 10	For foreign ETF, UCITS or AIFMD declaration (if applicable and if it is not result in other documentation transmitted to Borsa Italiana) as well as any Consob communication or authorization issued pursuant to Article 44 of the Consolidated Law on Finance on marketing of units or shares of AIFs to retail investors.

<input type="checkbox"/> N. 11	If not integrated in the application form, undertaking of the specialist, signed by its legal representative or contract representative, reproducing entirely the content of the specific section included in the present application form's model
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Borsa Italiana may, for the purposes of its examination and also during the same, request the Issuer to provide additional information, clarifications and documentation with respect to that provided for. It may also agree to the omission of information or documents referred to in the preceding points, where such data or documents can be considered superfluous or are already contained in other documentation submitted.

AND UNDERTAKES

to observe the provisions of the Rules and the Instructions, which the parties declare they know and accept, and to observe subsequent amendments to the Rules and the Instructions.

THE ISSUER
<p><i>(place and date)</i></p> <hr style="width: 30%; margin-left: 0;"/> <p><i>(Signature of the legal representative or other duly authorised person)</i></p>

Specifically approves, pursuant to Articles 1341 and 1342 of the Civil Code, the following Articles of the Rules: 2.1.2 (Powers in relation to admission), 2.1.3 (General conditions for admission), 2.1.4 (Additional conditions for foreign issuers), 2.1.5 (Additional conditions for issues made by Italian issuers and subject to foreign law), 2.2.36 (Requirements for listing ETFs), 2.4.1 (Applications for admission to listing), 2.5.1 (Suspension and revocation of listing), 2.5.2 (Revocation procedure), 2.5.3 (Publicity), 2.5.10 (Delisting upon request from the ETFplus market), 2.6.1 (Relationships with issuers of listed financial instruments), 2.6.2 (Disclosure requirements), 2.6.5 (Communication of price-sensitive information), 2.6.6 (Obligations of issuers in the event of operations affecting trading in financial instruments), 2.6.10 (Measures against issuers), 2.6.11 (Procedure for verifying violations), 2.6.12 (Challenging of measures), 2.6.13 (Disclosure to the public of measures), 2.6.16 (Fees), 2.7.1 (Manner of fulfilling disclosure requirements vis-à-vis the public and Borsa Italiana by issuers of financial instruments), 4.4.1 (Specialists), 6.1.1 (Controls and measures concerning trading), 6.1.2 (Measures concerning trading parameters, hours and phases), 7.1 (Jurisdiction), 7.2 (Disputes submitted to the courts), 7.3 (Other disputes), 7.4 (Appeals Board) and 7.5 (Board of Arbitration).

THE ISSUER
<p><i>(place and date)</i></p> <hr style="width: 30%; margin-left: 0;"/>

(Signature of the legal representative or other duly authorised person)

## SECTION REGARDING THE SPECIALIST

### ***The undertaking must be drawn up in accordance with the following model:***

An undertaking by the specialist in ETFs to display bids and offers continuously for the financial instruments

.....  
.....  
.....

for which admission to listing is being applied for pursuant to and for the purposes of Title 4.4 of the Rules:

#### **Data concerning the specialist in ETFs**

- Company name
- Registered office
- Member ID
- Tel.
- Fax
- Admitted to trading on the Stock Exchange in the ETFplus market
- The relationship between Borsa Italiana and the Specialist shall be governed by the general conditions for the supply of the services
- The Specialist declares that the persons acting as specialist have adequate professional qualifications and know the rules governing and the manner of performing the activity of specialists and the related technical instruments
- The specialist in ETFs undertakes to observe the provisions of the Rules and the Instructions, and, in particular, the provisions of Title 4.4 of the Rules concerning the activity of specialists in ETFs, which it declares it knows and accepts, and to observe subsequent amendments to the Rules and the Instructions.

(place and date)

\_\_\_\_\_  
(Signature of the legal representative or its contract representative)

The specialist specifically approves, in accordance with Articles 1341 and 1342 of the Civil Code, Articles 3.4.3 (Measure to protect the market), 3.4.4 (Measure against market intermediaries), 3.4.5 (Procedures for verifying violations), 3.4.6 (Challenging of measures), 3.4.7 (Disclosure to the public of measures), 4.4.1 (Specialists), 6.1.1 (Controls and measures concerning trading), 7.1 (Jurisdiction), 7.2 (Disputes submitted to the court), 7.3 (Other disputes), 7.4 (Appeals Board) and 7.5 (Board of Arbitration) of the Rules.

\_\_\_\_\_  
(Signature of the legal representative or its contract representative)

## SECTION IA.1.1

### DOCUMENTATION TO BE PRODUCED FOLLOWING SUBMISSION OF AN APPLICATION FOR ADMISSION TO LISTING OF AN ISSUER NOT HAVING FINANCIAL INSTRUMENTS ADMITTED TO TRADING IN BORSA ITALIANA

#### **Table 1: Shares**

Following submission of an application for the admission of shares [or, in the case of a prospectus consisting of separate documents, of an application for a declaration of admissibility], the following documentation must be produced via Borsa Italiana's electronic service [QUiCK) in conformity with the General Conditions for the supply of the Service, except for the research report prepared by the sponsor for the offering, referred to in point 2.05, second indent, of this Table, which must be sent to Borsa Italiana in paper form:

#### *1.00 Issuer*

1. A copy of the resolution adopted by the competent body approving the submission of the application for admission or of an application for a declaration of admissibility authenticated by the legal representative of the issuer or other duly authorised person.
2. Copies of the issuer's articles of incorporation and bylaws with a declaration by its legal representative that they are true copies of the prevailing originals or, if different, copies of the issuer's articles of incorporation and bylaws in force at the date of admission to trading, with a declaration by the legal representative of the issuer that they are true copies of the originals.
3. A draft of the prospectus or a copy of the prospectus approved by the competent authority [or, in the case of a prospectus consisting of separate documents, a draft of the registration document]. New versions of such draft or supplements must be sent promptly also in version with mark-up evidencing the changes with respect to the last version previously filed.
4. In the case of admission procedures accompanied by the offer to Italian and foreign institutional investors of the shares for which admission to listing is being applied for, where an offering circular is prepared for such investors, a copy thereof.
5. Companies with control over companies established and regulated under the laws of non-EU countries submit a declaration of the management body concerning the compliance with the conditions for listing referred to in Article 36 of the Consob Resolution 16191/2007, letters a), b) and c) (i) and a declaration of the supervisory body regarding the administrative accounting system referred to in Article 36 of the Consob Resolution 16191/2007 as last amended.

6. Companies subject to direction and coordination by another company submit a declaration of management body concerning the compliance with the conditions for listing referred to in Article 37 of the Consob Resolution 16191/2007.
7. Financial companies with equity composed exclusively of equity investments submit a declaration of management body concerning the compliance with the conditions for listing referred to in Article 38 of the Consob Resolution 16191/2007.
8. A declaration as to whether or not the circumstances referred to in Article 2.3.3, paragraph 3, of the Rules exist.
9. A resolution adopted by the issuer's board of directors, subject to the favourable opinion of its supervisory body, attesting:
  - (i) the adoption of a management control system permitting corporate officers to obtain, regularly and promptly, a sufficiently complete picture of the profits and losses and financial situation of the company and of the main companies belonging to the group it heads and correctly making it possible to:
    - monitor the key performance indicators and risk factors of the company and the main companies belonging to the group it heads;
    - produce data and information, with special reference to financial data, at a level of detail adequate to the type of business, the complexity of the organisation and the management's specific information needs;
    - prepare forward-looking financial data for the business plan and the budget and verify the achievement of the company's objectives by means of gap analysis.
  - (ii) the compatibility of any problem areas present in the management control system with the following cases:
    - problems relating to the automation of the consolidation process and/or the production of reports regarding companies or strategic business units (SBUs) that together account for less than 25% of the total revenues of the group headed by the issuer;
    - problems relating to the automation of the consolidation process and/or the production of reports regarding recently acquired companies that do not account for more than 50% of the total revenues of the post-merger group headed by the issuer;
    - the plan of overcoming the problem areas identified that shall be completed within the date of the filing of the application for admission pursuant to Article 2.4.1, paragraph 4.
10. Summary *curriculum vitae* of the members of the management body and managers of the company; a description of any powers delegated to members of the management body and of the duties of managers.
11. A report comparing the issuer's model of corporate governance with that proposed in the Code of Conduct for Listed Companies. Where, subsequent to the submission of the listing application, changes are made to the company's corporate governance or undertakings to that end are

entered into, the report must be updated and sent as soon as it is available and in any case prior to the admission decision.

12. A form identifying the officer responsible for relations with Borsa Italiana information department referred to in Article 2.6.1, paragraph 4, of the Rules and his/her substitute, drawn up in accordance with the attached model. The same information is also provided in the processable format provided by Borsa Italiana.
13. Declaration that the contract has been signed with a SDIR included among the list of authorised persons kept by Consob or, alternatively, if the issuer does not use a SDIR for the public disclosure of regulated information, a declaration that the issuer has chosen to disclose regulated information on its own pursuant to Article 65-sexies of Consob Regulation 11971/1999.
14. A copy of the rating report, in accordance to Article IA.2.4.1, on the issuer where applicable, with the rating agency, the rating scale and the interval between updates specifically indicated. In the absence of such report, a declaration that it is non available.

The declarations referred to in points 5, 6 and 7 of this Article must be renewed if material changes occur to the declared circumstances. The declaration referred to in point 13 must be renewed without delay if a new SDIR is chosen to replace the SDIR previously chosen or after the issuer's decision to disclose regulated information on its own.

#### *2.00 Shares to be admitted*

1. A declaration by the issuer concerning the negotiability of the shares at the date of the start of trading and their being subject to the rules governing the form, entitlement and circulation of dematerialised securities in the case of issues made under Italian law or under the corresponding rules of the foreign law applicable where the shares were issued.
2. Copies of the resolutions and, where provided for in the applicable rules, of the authorisations and approvals on the basis of which the securities have been or will be issued and of the documentation attesting that the resolution in question has been entered in the Company Register. If this documentation is not available at the time of the submission of the application for the admission, it shall be presented as soon as possible following the registration and in any case in due time for the dissemination of the Notice announcing the start of trading.
3. A declaration by Monte Titoli S.p.A. attesting that the financial instruments to be admitted to listing can be settled via the settlement system on the deposit accounts opened with it.
4. A declaration attesting that the securities are administered by the issuer or the name of the agent engaged to administer the securities on behalf of the issuer.
5. Where the issuer intends to use the admission procedure referred to in Article 2.4.3 of the Rules.

- the document upon which the valuation is based, which must contain a description of the method of discounting the economic and financial flows and of the market multiples method. The sponsor must also indicate the range within which it is intended to set the offering price of the shares; where this documentation is not available at the date the application for admission is submitted, the sponsor may submit it subsequently up to 20 trading days from the presentation of the application with or without the specification of the range within which it is intended to set the offering price of the shares. If the sponsor does not include the specification of the range within which it is intended to set the offering price of the shares in the document drawn up to support the valuation, this information must be provided not later than 10 trading days before the planned date of the admission decision.
  - the research (as defined in Article 65 of Consob Regulation 11971/1999) prepared by the sponsor for the offering; where this is not available at the date the application for admission is submitted, the sponsor may send it subsequently but at least 5 trading days before the admission decision;
  - a declaration accepting the undertakings referred to in paragraphs 1(a) and 1(b) of Article 2.4.3.
6. The estimated number of shareholders, as shown by the entries in the register of shareholders, the most recent communications received and other available data.
- Where the issuer uses the admission procedure referred to in Article 2.4.2 of the Rules. In the case of the admission procedure referred to in Article 2.4.3 of the Rules, the results of the offering must be notified, within the time limits referred to in paragraph 1(a) of such article, using the form prepared by Borsa Italiana and shown in Annex 2.

### *3.00 Financial information*

1. Copies of the last three sets of annual accounts on a solo basis or, where the issuer is required to draw them up, on a consolidated basis. The report must (i) contain all the attachments prescribed by law and (ii) be accompanied by an explicit declaration by the legal representative of the issuer or other duly authorised person attesting that the financial reports in question have been approved by the competent bodies, that they have been published and that they conform with the original. The interval between the closing date of the latest published annual accounts and the admission decision may not be more than fifteen months.
2. Where they are not among the documents specified in points 1.03 and 3.01, a copy of the report of the statutory auditor or the statutory auditing company on the annual accounts on a solo and a consolidated basis, for the last of the three annual periods and, where they exist, for the two preceding years.
3. Where the closing date of the last of the annual accounts referred to in point 3.01 is more than 9 months before the date of the admission

decision, an interim balance sheet and income statement of the issuer on a solo or a consolidated basis — drawn up on the basis of the formats in force for listed companies, fully audited and accompanied by explanatory notes — with reference to at least the 6 months subsequent to the closing date of the last annual accounts and compared with the corresponding period of the previous financial year. The interim balance sheet and income statement on a solo and a consolidated basis must (i) contain all the attachments prescribed by law and (ii) be accompanied by an explicit declaration by the legal representative of the issuer or other duly authorised person attesting that they have been approved by the competent bodies and that they conform with the original. With regard to the audits referred to in this point, Borsa Italiana may, in exceptional circumstances, accept partial statutory audits, whose scope must be agreed in advance with Borsa Italiana, provided all the information needed to evaluate the issuer and the instruments for which application for listing has been made is available.

4. Where there is an interval of more than forty-five days between the closing date of each quarter of the financial year and the date of the admission decision, the issuer shall send Borsa Italiana the following accounting data, on a solo and a consolidated basis, divided by line of business:
  - i) revenues;
  - ii) gross operating margin;
  - iii) net financial position;
  - iv) order book, if it is significant on the basis of the company's business.

The data must refer to the period between the start of the financial year and the closing date of the quarter and must be shown in comparison with the data for the corresponding periods of the preceding financial year.

5. Taking account of the planned date for the start of trading, Borsa Italiana may request a fully audited balance sheet and income statement for a period ending on a different date, which shall be more recent than those specified in points 3.03 and 3.04. With regard to the statutory audits referred to in this point, Borsa Italiana may, in exceptional circumstances, accept partial statutory audits, whose scope must be agreed in advance with Borsa Italiana, provided all the information needed to evaluate the issuer and the instruments for which application for listing has been made is available.
6. For companies and entities resulting from extraordinary corporate actions, or whose assets and liabilities underwent substantial changes in the financial year preceding that of the submission of the application or subsequently, the following documents must be attached: a pro forma income statement for at least one financial year ended prior to the date of submission of the listing application; a pro forma balance sheet referred



to the closing date of the financial year preceding the application where the extraordinary corporate actions or the substantial changes occurred after that date; the report a statutory auditor or a statutory auditing company containing the results of the checking activity on the reasonableness of the basic assumptions made in preparing the pro forma data, on the correct application of the methods used and on the appropriateness of the accounting policies adopted for their preparation. The annual financial statements on a solo or a consolidated basis that provide, for a largely preponderant part, the basis for the pro forma documents must also be attached, together with the enclosures and attestations referred to in points (i) and (ii) of point 3.01 of these Instructions. Such documents must also be accompanied by a copy of the report of a statutory auditor or a statutory auditing company thereon. At the date of the admission decision not more than fifteen months must have passed from the closing date of the financial year to which the pro forma data refer. Where the changes occurred after the closing date of the financial year and more than 9 months have elapsed between such date and the admission decision, the following documents must be attached: a pro forma interim income statement for at least the six months subsequent to the close of the last financial year; a pro forma interim balance sheet referred to the end of the half-year subsequent to the close of the last financial year where the extraordinary corporate actions or the substantial changes occurred after that date; the report of a statutory auditor or a statutory auditing company containing the results of the checking activity on the reasonableness of the basic assumptions made in preparing the pro forma data, on the correct application of the methods used and on the appropriateness of the accounting policies adopted for their preparation. The interim accounting documents must be prepared using methods consistent with those used for the pro forma annual accounts. The interim balance sheet and income statement on a solo or a consolidated basis that provide for a preponderant extent the basis for the pro forma documents must also be attached, together with the enclosures, attestations and reports of the statutory audit referred to in point 3.03 of these Instructions. Where the changes occurred after the close of the financial year and more than forty-five days have passed between the closing date of each quarter and the date of the admission decision, the pro forma documents referred to in point 3.04 must be attached; it is not requested the comparison with the data of the corresponding periods of the previous financial year. Taking account of the planned date for the start of trading, Borsa Italiana may request a pro forma balance sheet and income statement for a period ending on a different date, which shall be more recent than the closing date of the latest annual accounts or the end of the six months subsequent to such closing date. The accounting documents referred to in this point must refer to the issuer or be drawn up on a consolidated basis where the issuer is required to prepare consolidated financial statements. The above-mentioned pro forma data may be omitted where they are already contained in the prospectus.

7. For the companies referred to in Article 2.2.1, paragraph 5, of the Rules, a copy of at least the latest annual financial statements on a solo basis

and, where the issuer is required to draw them up, on a consolidated basis must be attached, together with the enclosures and attestations referred to in points (i) and (ii) of point 3.01 of these Instructions and a copy of the report of the statutory auditor or the statutory auditing company thereon, supplemented where appropriate by the documentation referred to in point 6. Issuers that have never published and filed an annual report must submit the documentation referred to in point 6.

8. The business plan on a consolidated basis for the current financial year and for the two subsequent years, with the forecast data it contains compared with the corresponding results for the last three financial years. The business plan, which must have been approved by the competent body of the issuer, must describe: (i) the strategy pursued by the company and each line of business; (ii) the strategic aims for the company and each line of business; (iii) the Action Plan; (iv) the assumptions underlying the forecast data and the economic model used; and (v) the forecasts for profits and losses, assets and liabilities and financial position.

The business plan must also show for each line of business and where relevant, for distribution channel, product, service and/or brand, geographical area and type of customer: (i) forecasts of revenues, operating costs and margins; (ii) the amounts, types and objectives of planned capital spending; and (iii) forecasts of working capital.

The business plan must be backed by an analysis — to be carried out using models provided by Borsa Italiana — making it possible to comprehend the issuer's Business Model, identify its significant stakeholders and establish the sector it belongs to. Alternatively, this analysis can be caught within the business plan, using schemes used by the issuer and by using information already available as part of the preparation for the listing.

With reference to banks, the following information must be specifically provided on a consolidated basis, in addition to that referred to in the first paragraph of this point: (i) the expected development of the main forms of lending and fund-raising (average values), indicating the assumptions adopted with regard to the corresponding interest rates; (ii) the expected development of asset management and administration business; and (iii) forecasts of substandard loans, bad debts and write-offs.

With reference to insurance companies, the following information must be specifically provided on a consolidated basis, in addition to that referred to in the first paragraph of this point: (i) forecasts of premiums and profitability by branch (distinguishing between annual and single premiums); and (ii) a table showing the calculation of embedded value.

The forecast data of the business plan must be prepared as provided for in Regulation (EC) n. 1606/2002 and the historical data referred to the last two financial years, already prepared on the basis of national GAAP, must be restated as provided for in Regulation (EC) n. 1606/2002.

The historical data in the business plan must be reclassified so as to be homogeneous with the forecast data and reconciled with the data

contained in point 1.03. Where companies resulting from extraordinary corporate actions and companies whose assets and liabilities have recently undergone substantial changes are unable to satisfy this requirement, they must provide supplementary information making comparison possible.

The business plan and the analyses in relation to the issuer's business model, major stakeholders and sector must also be sent in electronic form (in .ppt and .xls format).

9. Analysis at the most recent date of an overdue debts of the issuer or other companies belonging to the group it heads, including both financial and trade, tax and social security debts. In relation to such debts applicants must indicate any suspensions of supplies by suppliers, any reminders or injunctions to pay received and any enforcement proceedings initiated by creditors. The analysis must be prepared using the table drawn up by Borsa Italiana and shown below.

Debtor company	Type of debt	Amount overdue by 60 days	Amount overdue by 90 days	Amount overdue by 120 days	Suspension of supplies, reminders, injunctions, enforcement proceedings

#### 4.00 Sponsor

1. A declaration as to whether or not the circumstances referred to in Article 2.3.3, paragraph 2, of the Rules exist, using the models prepared by Borsa Italiana in Section IA.2.11 of the Instructions.
2. Declaration by the sponsor pursuant to Article 2.3.4, paragraph 2 letter c), of the Rules, after it has:
  - obtained the declaration on the management control system prepared by the issuer pursuant to Article 2.2.1, paragraph 6, of the Rules;
  - examined the content of the Memorandum on the management control system prepared by the issuer;
  - taken note of the checks on the conformity of the management control system with respect to the issuer's description in the Memorandum carried out by a statutory auditor or the statutory auditing company or by some other qualified person indicated by the sponsor, appointed jointly with the issuer, and satisfying the requirements of professionalism and independence;<sup>2</sup>

<sup>2</sup> *In assessing the third party's independence, for instance, the sponsor must indicate a person other than the advisor that has assisted the issuer in adjusting its management control system with a view to listing.*

- verified that any problems highlighted by the issuer are not incompatible with the cases specified by Borsa Italiana.
3. Declarations pursuant to Article 2.3.4, paragraph 2, of the Rules. For the purposes of the declarations referred to in subparagraphs c) and d), the tests should be made according to the methods established by the Italian accounting profession or at any rate according to the highest standards in use at the international level.

#### 5.00 *Extraordinary corporate actions*

1. In the event of an application for admission to listing of shares deriving from a merger referred to in Article 2.3.4, paragraph 10, of the Rules, the documentation referred to in point 1.09 is not required; in this case, upon receipt of a reasoned request from the issuer, Borsa Italiana may exonerate it from carrying out the analysis that makes it possible to understand the issuer's business model, identify its main stakeholders and sector of activity, in support of the business plan on a consolidated basis referred to in point 3.08 above.
2. In the event of an application for admission to listing of shares deriving from a merger referred to in Article 2.3.4, paragraph 12, of the Rules, the documentation referred to in points 1.09 and 3.08 is not required.
3. In the event of an application for admission to listing of shares representing the capital of an issuer deriving from a merger referred to in Article 2.3.1, paragraph 2, of the Rules, the documentation referred to in points 1.09 and 3.08 is not required.
4. In the event of admission to listing of shares representing the capital of an issuer that has approved a merger of a listed company into an unlisted company, the provisions of this table shall apply if the unlisted company has significant assets in addition to the equity interest in the listed company.
5. In the event of admission to listing of shares representing the capital of an issuer deriving from a spin-off from a listed company, the provisions of this table shall apply; in this case, upon receipt of a reasoned request from the issuer, Borsa Italiana may exonerate it from carrying out the analysis that makes it possible to understand the issuer's business model, identify its main stakeholders and sector of activity, in support of the business plan on a consolidated basis referred to in point 3.08 above.

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*As regards statutory auditor or a statutory auditing company, the independence is, nowadays, regulated by articles 10 and 17 of d.lgs. 39/2010 and related implementing measures. Waiting for the adoption of the regulation foreseen in articles 10, paragraph 12, and 17, paragraph 2, D. Lgs. 39/2010, pursuant to article 43 D. Lgs. 39/2010, statutory auditor or a statutory auditing company shall comply with articles from 149-bis to 149-duodecies of Consob Regulation on Issuers and with the auditing standard on independence (cfr. "PR 100) approved by the so called Consiglio nazionale dei dottori commercialisti and by the so called Consiglio nazionale dei ragionieri and approved by Consob on 5 October 2005. The professionalism requirement for auditing firms is set by the auditing standard n. 200.*

#### *6.00 Issuers established under foreign law*

Issuers established under foreign law must also produce, following submission of an application, a declaration confirming that:

- the issuer is regularly established and that its articles of incorporation and bylaws conform with the laws and regulations to which it is subject;
- the financial instruments for which application for listing has been made were issued in compliance with the laws, regulations and every other applicable provision and conform with the laws and regulations to which they are subject, also as regards their representation in paper form where applicable;
- exclusively limited for the issuer under foreign law of a non-EU country and that has not securities listed on other regulated markets of other EU countries there are no impediments to the substantial observance by the issuer of the provisions contained in these Rules, in laws and other regulations to which they are subject concerning the information that issuers of financial instruments admitted to listing must make available to the public, the Consob and Borsa Italiana; the declaration is supported by a legal opinion issued by a lawyer licensed to practice in the country in which the issuer has its headquarters;
- there are no impediments of any kind to the exercise of all the rights attaching to the financial instruments for which application for listing has been made by all the holders who are in identical conditions.

#### *7.00 Procedure for the admission to listing of shares on the basis of a prospectus consisting of separate documents*

1. In the case of the procedure for the admission to listing of shares on the basis of a prospectus consisting of separate documents referred to in Article 2.4.9 of the Rules, the documentation referred to in points 1.04 and 2.00 may be omitted following the presentation of the application for a declaration of admissibility. With reference to the interim financial information referred to in point 3.03, Borsa Italiana reserves to consider complete the documentation to be attached to the application for a declaration of admissibility, also when partial audit is produced, without prejudice to the presentation by the issuer within the terms for admission of a subsequent audited financial statement. Instead of the documents referred to in points 1.10 and 1.11, issuers shall present a preliminary version of the report on the system of corporate governance.
2. The documentation referred to in points 1.04, 1.10, 1.11 and 2.00 must be produced at the same time as the presentation of the application for admission, together with the securities note and the summary note. Issuers must also attach to the application for admission the documentation referred to in points 3.01, 3.02, 3.03 and 3.04 with reference to the period between the issue of the declaration of admissibility and the admission decision.

3. The declaration by the sponsor referred to in point 4.01 shall be produced following the presentation of the application for a declaration of admissibility and renewed when the application for admission to listing is presented.

#### *8.00 Transfer from AIM Italia market*

1. The provisions of this table shall also apply to the admission to stock exchange listing of shares already admitted to trading in the AIM Italia market.
2. The companies admitted to trading on the AIM Italia market at least for 18 months do not have to attach the documents referred to in point 2.05, first and second bullets, and the analysis referred to in point 3.08, paragraph 3, of this table.

#### *9.00 Elite Companies*

1. Elite Companies do not have to attach the documents referred to in point 3.08 and 4.02. The document referred to in point 3.08 will be subject to the preliminary examination carried out as part of the Elite or equivalent program. Declarations referred to in point 4.03 are only as of the declaration referred to in Article 2.3.4, paragraph 2, letters a) and d) of the Rules of the Market.

\* \* \*

Borsa Italiana may, for the purposes of its examination and also during the same, request the issuer to provide additional information, clarifications and documentation with respect to that provided for in the preceding points. Borsa Italiana may also agree to the omission of information or documents referred to in the preceding points, where such data or documents can be considered superfluous or are already contained in other documentation submitted by the issuer or where the issuer already has financial instruments admitted to listing on regulated markets of other EU or non-EU countries.

## **Table 2: Certificates representing shares**

Applications for the admission of certificates representing shares must be accompanied by:

1. the documentation specified in Table 1 in points 1.01, 1.02, 2.01, 2.02, 3.00, 4.00 relative to the issuer of the shares represented;
2. the documentation specified in Table 1 in points 1.00 and 2.00 relative to the issuer of the certificates representing the shares.
3. Declaration that the contract has been signed with a SDIR included among the list of authorised persons kept by Consob or, alternatively, if the issuer does not use a SDIR for the public disclosure of regulated information, a declaration that the issuer has chosen to disclose regulated information on its own pursuant to Article 65-*sexies* of Consob Regulation 11971/1999.

The declaration must be renewed without delay if a new SDIR is chosen to replace the SDIR previously chosen or after the issuer's decision to disclose regulated information on its own.

This declaration is required only in the case of issuer of securities as defined by Article 65, paragraph 1, letter b) of Consob Regulation 11971/1999.

\* \* \*

Issuers of the shares represented established under foreign law must also accompany their application with a declaration confirming that:

- the issuer is regularly established and that its articles of incorporation and bylaws conform with the laws and regulations to which it is subject;
- the shares represented were issued in compliance with the applicable laws, regulations and other provisions and conform with the laws and regulations to which they are subject, also as regards their representation in paper form where applicable;
- exclusively limited for the issuer under foreign law of a non-EU country and that has not securities listed on other regulated markets of other EU countries there are no impediments to the substantial observance by the issuer of the provisions contained in these Rules, in laws and in other regulations concerning the information that issuers of financial instruments admitted to listing must make available to the public, the Consob and Borsa Italiana; the declaration is supported by a legal opinion issued by a lawyer licensed to practice in the country in which the issuer has its headquarters.

Issuers of the certificates representing shares established under foreign law must also accompany their application with a declaration confirming that:

- the issuer is regularly established and that its articles of incorporation and bylaws conform with the laws and regulations to which it is subject;

- the financial instruments for which admission to listing is being applied for were issued in compliance with the laws, regulations and every other applicable provision and conform with the laws and regulations to which they are subject, also as regards their representation in paper form where applicable;
- there are no impediments of any kind to the exercise of all the rights attaching to the financial instruments for which application for listing has been made by all the holders who are in identical conditions.

\* \* \*

Borsa Italiana may, for the purposes of its examination and also during the same, request the issuer to provide additional information, clarifications and documentation with respect to that provided for in the preceding points. Borsa Italiana may also agree to the omission of information or documents referred to in the preceding points, where such data or documents can be considered superfluous or are already contained in other documentation submitted by the issuer or where the issuer already has financial instruments admitted to listing on regulated markets of other EU countries.



### **Table 3: Bonds and other debt securities**

#### 3.1 covered bonds

Applications for the admission of covered bonds must be accompanied by the following documentation:

##### *1.00 Issuer*

1. Copies of the issuer's articles of incorporation and bylaws with a declaration by its legal representative attesting that they are true copies of the prevailing originals.
2. A draft of the prospectus including any annexes or a copy of the prospectus approved by the competent authority with details of the approval and details of the communication sent by the competent home country authority to the competent host country authority. New versions of such draft or supplements must be sent promptly.
3. In the case of admission procedures accompanied by the offer to Italian and foreign institutional investors of the bonds for which admission to listing is being applied for, where an offering circular is prepared for such investors, a copy thereof.
4. A copy of the resolution adopted by the competent body assigning the statutory audit mandate to audit the annual accounts in accordance with Article 2.2.10, paragraph 2, of the Rules.
5. A copy of the rating report, in accordance with Article IA.2.4.1, on the issuer and the individual issue where applicable, with the rating agency, the rating scale and the interval between updates specifically indicated.
6. A form identifying the officer responsible for relations with Borsa Italiana information department referred to in Article 2.6.1, paragraph 4, of the Rules and his/her substitute, drawn up in accordance with the attached model. The same information is also provided in the processable format provided by Borsa Italiana.
7. Declaration that the contract has been signed with a SDIR included among the list of authorised persons kept by Consob or, alternatively, if the issuer does not use a SDIR for the public disclosure of regulated information, a declaration that the issuer has chosen to disclose regulated information on its own pursuant to Article 65-sexies of Consob Regulation 11971/1999.

The declaration must be renewed without delay if a new SDIR is chosen to replace the SDIR previously chosen or after the issuer's decision to disclose regulated information on its own.

This declaration is required only in the case of issuer of securities as defined by Article 65, paragraph 1, letter b) of Consob Regulation 11971/1999.

## *2.00 Covered bonds to be admitted*

1. A declaration by the issuer attesting that the covered bonds are freely negotiable and subject to the rules governing the form, entitlement and circulation of dematerialised securities in the case of issues made under Italian law or to the corresponding provisions of the law of the foreign country in which the bonds are issued.
2. Copies of the resolution and, where provided for in the applicable rules, of the authorisations and approvals on the basis of which the securities have been or will be issued and of the documentation attesting that the resolution in question has been entered in the Company Register. If this documentation is not available at the time of the submission of the application for the admission, it shall be presented as soon as possible following the registration and in any case in due time for the dissemination of the Notice announcing the start of trading.
3. A declaration by the issuer attesting that the financial instruments to be admitted to listing can be settled via the settlement system of Monte Titoli S.p.A., or Euroclear or Clearstream on the deposit accounts opened with the central securities depository.
4. Where the issuer intends to use the admission procedure referred to in Article 2.4.3 of the Rules:
  - the specification of the minimum quantity of covered bonds to be allotted on the occasion of the offering;
  - a declaration, signed by the legal representative of the issuer or other duly authorised person, accepting the undertakings referred to in paragraphs 1(a) and 1(b) of such article.
5. The total number of subscribers of the loan and the par value of the securities placed.

Where the issuer uses the admission procedure referred to in Article 2.4.3 of the Rules, the results of the offering must be notified, within the time limits referred to in paragraph 1(a) of such article, using the form prepared by Borsa Italiana and shown in Annex 2.
6. Where the covered bonds are subject to the provisions of Article 2.2.29, paragraph 2(b), of the Rules, a declaration accepting the undertaking referred to therein.
7. A declaration by the issuer attesting that the covered bonds have been issued or will be issued pursuant to the implementing provisions of Article 7-*bis* of Law 130/1999, in connection with transactions carried out pursuant to Article 2.2.9, paragraph 1(a).

## *3.00 Financial information*

1. Copies of the last two sets of approved and published annual accounts, including the consolidated accounts where the issuer is required to draw them up, accompanied by the annexes prescribed by law and authenticated by the legal representative of the issuer or other duly authorised person.

2. Where they are not among the documents specified in points 1.03 and 3.01, a copy of the report of the statutory auditor or the statutory auditing company on the annual accounts, including the consolidated accounts where applicable, for the last of the two financial years and, where it exists, for the preceding year.
3. Where the closing date of the last of the annual accounts referred to in point 3.01 is more than 9 months before the date of the admission decision, an interim balance sheet and income statement of the issuer on a solo and a consolidated basis where applicable — drawn up on the basis of the formats in force for listed companies and accompanied by explanatory notes — with reference to at least the 6 months subsequent to the closing date of the last annual accounts and compared with the corresponding period of the previous financial year. Taking account of the planned date for the start of trading, Borsa Italiana may request a balance sheet and income statement for a period ending on a different date, which shall be more recent than the closing date of the latest annual accounts or the end of the six months subsequent to such closing date.
4. For companies and entities resulting from extraordinary corporate actions, or whose assets and liabilities underwent substantial changes in the financial year preceding that of the submission of the application or subsequently, the following documents must be attached: a pro forma income statement for at least one financial year ended prior to the date of submission of the listing application; a pro forma balance sheet referred to the closing date of the financial year preceding the application where the extraordinary corporate actions or the substantial changes occurred after that date; the report of a statutory auditor or a statutory auditing company containing the results of the checking activity on the reasonableness of the basic assumptions made in preparing the pro forma data, on the correct application of the methods used and on the appropriateness of the accounting policies adopted for their preparation. The financial statements on a solo or a consolidated basis that provide the basis for the pro forma documents, accompanied by the reports of a statutory auditor or a statutory auditing company thereon, must also be attached. Where the changes occurred after the closing date of the financial year and more than 9 months have elapsed between such date and the admission decision, the following documents must be attached: a pro forma interim income statement for at least the six months subsequent to the close of the last financial year; a pro forma interim balance sheet referred to the end of the half-year subsequent to the close of the last financial year where the extraordinary corporate actions or the substantial changes occurred after that date; the report of a statutory auditor or a statutory auditing company containing the results of the checking activity on the reasonableness of the basic assumptions made in preparing the pro forma data, on the correct application of the methods used and on the appropriateness of the accounting policies adopted for their preparation. The interim accounting documents must be prepared using methods consistent with those used for the pro forma annual accounts and compared with those reconstructed for the corresponding period of the previous financial year. Taking account of

the planned date for the start of trading, Borsa Italiana may request a pro forma balance sheet and income statement for a period ending on a different date, which shall be more recent than the closing date of the latest annual accounts or the end of the six months subsequent to such closing date. The accounting documents referred to in this point must refer to the issuer or be drawn up on a consolidated basis where the issuer is required to prepare consolidated financial statements. The above-mentioned pro forma data may be omitted where they are already contained in the prospectus.

5. Pursuant to Article 2.2.5, paragraph 1 of the Rules:
  - for the companies for which a fewer number of solo or consolidated accounts is accepted, a copy of at least the latest approved and published annual accounts must be attached, supplemented where appropriate by the documentation referred to in point 4, if available;
  - in case of issuers that have never published and filed an annual account, the documents referred to in the point 4 shall be submitted.

#### *4.00 Structure of the operation*

1. A summary description of: the structure of the operation with an indication of the persons involved (issuing bank, assignee bank, financing bank, assignee company, asset monitor, etc.), their roles and, where available, their ratings;
2. A summary description of the guarantee provided by the assignee company and quantitative and qualitative data on the independent pool of assets of such assignee company earmarked for the satisfaction of the rights of the holders of the covered bonds.
3. A description of the manner of allocating the cash flows expected from the independent pool of assets among the individual issues of the operation. For each issue the coupon plan, the manner of redemption and any subordination with respect to other issues must also be specified.
4. A description of the exposure to risks. In particular, a thorough assessment must be provided of the risks in relation to the independent pool of assets, a description of any trigger events and the consequences for the bonds issued and the manner of intervening to support them.

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Where the undertaking is made by a foreign entity, the application must be accompanied by a declaration by the issuer confirming that:

- the issuer is regularly established and that its articles of incorporation and bylaws conform with the laws and regulations to which it is subject;

- exclusively limited for the issuer under foreign law of a non-EU country and that has not securities listed on other regulated markets of other EU countries there are no impediments to the substantial observance by the issuer of the provisions contained in these Rules, in laws and other regulations to which they are subject concerning the information that issuers of financial instruments admitted to listing must make available to the public, the Consob and Borsa Italiana; the declaration is supported by a legal opinion issued by a lawyer licensed to practice in the country in which the issuer has its headquarters.

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In the case of covered bonds subject to the law of a foreign country, the application must be accompanied by a declaration by the issuer confirming that:

- the financial instruments for which application for listing has been made were issued in compliance with the laws, regulations and every other applicable provision and conform with the laws and regulations to which they are subject, also as regards their representation in paper form where applicable;
- there are no impediments of any kind to the exercise of all the rights attaching to the financial instruments for which application for listing has been made by all the holders who are in identical conditions.
- the assets and the securities relative to each issue are available to satisfy the rights incorporated in the securities issued and for all intents and purposes constitute an independent pool of assets from that of the issuer. Actions may not be brought against an independent pool of assets by creditors other than the holders of the bonds issued; the declaration is supported by a legal opinion issued by a lawyer licensed to practice in the country in which the issuer has its headquarters.
- the bonds issued are subject to provisions of foreign law basically corresponding to Article 7-*bis* of Law 130/1999 or, alternatively, that the bonds issued comply with the criteria laid down in Article 22(4) of Directive 85/611/EEC (as replaced by Article 1 of Directive 2001/108/EC); the declaration is supported by a legal opinion issued by a lawyer licensed to practice in the country in which the issuer has its headquarters.

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Borsa Italiana may, for the purposes of its examination and also during the same, request the issuer to provide additional information, clarifications and documentation with respect to that prescribed. Borsa Italiana may also agree to the omission of information or documents specified in the preceding points, where such data or documents can be considered superfluous or are already contained in other documentation submitted by the issuer or where the issuer already has financial instruments admitted to listing on regulated markets of other EU countries.

### 3.2 Bonds issued by local authorities

Applications for the admission of bonds issued by local authorities must be accompanied by the following documentation:

#### *1.00 Issuer*

1. Copies of the issuer's articles of incorporation and bylaws with a declaration by its legal representative attesting that they are true copies of the prevailing originals.
2. A draft of the prospectus including any annexes or a copy of the prospectus approved by the competent authority with details of the approval and details of the communication sent by the competent home country authority to the competent host country authority. New versions of such draft or supplements must be sent promptly.
3. In the case of admission procedures accompanied by the offer to Italian and foreign institutional investors of the bonds for which admission to listing is being applied for, where an offering circular is prepared for such investors, a copy thereof.
4. A copy of the rating report, in accordance to Article IA.2.4.1, on the issuer and the individual issue where applicable, with the rating agency, the rating scale and the interval between updates specifically indicated..
5. A form identifying the officer responsible for relations with Borsa Italiana information department referred to in Article 2.6.1, paragraph 4, of the Rules and his/her substitute, drawn up in accordance with the attached model. The same information is also provided in the processable format provided by Borsa Italiana.
6. Declaration that the contract has been signed with a SDIR included among the list of authorised persons kept by Consob or, alternatively, if the issuer does not use a SDIR for the public disclosure of regulated information, a declaration that the issuer has chosen to disclose regulated information on its own pursuant to Article 65-*sexies* of Consob Regulation 11971/1999.

The declaration must be renewed without delay if a new SDIR is chosen to replace the SDIR previously chosen or after the issuer's decision to disclose regulated information on its own.

This declaration is required only in the case of issuer of securities as defined by Article 65, paragraph 1, letter b) of Consob Regulation 11971/1999.

#### *2.00 Bonds to be admitted*

1. A declaration by the issuer attesting that the bonds are freely negotiable and subject to the rules governing the form, entitlement and circulation of dematerialised securities in the case of issues made under Italian law or

to the corresponding provisions of the law of the foreign country in which the bonds are issued.

2. Copies of the resolutions and, where provided for in the applicable rules, of the authorisations and approvals on the basis of which the bonds have been or will be issued.
3. A declaration by the issuer attesting that the financial instruments to be admitted to listing can be settled via the settlement system of Monte Titoli S.p.A., or Euroclear or Clearstream in the case of Eurobonds or bonds of a foreign issuer, on the deposit accounts opened with the central securities depository.
4. In case of bonds issued jointly by several local authorities pursuant with the provisions of article 207, paragraph 1-bis, D.Lgs. 267/2000, copy of the eventual guarantee released by the local authorities lead in the issue.
5. Where the issuer intends to use the admission procedure referred to in Article 2.4.3 of the Rules:
  - the specification of the minimum quantity of bonds to be allotted on the occasion of the offering;
  - a declaration, signed by the legal representative of the issuer or other duly authorised person, accepting the undertakings referred to in paragraphs 1(a) and 1(b) of such article.
6. The total number of subscribers of the bonds and the par value of the securities placed.

Where the issuer uses the admission procedure referred to in Article 2.4.3 of the Rules, the results of the offering must be notified, within the time limits referred to in paragraph 1(a) of such article, using the form prepared by Borsa Italiana and shown in Annex 2.

7. Where bonds are guaranteed by a legal person, a copy of the contract of guarantee and a copy of the guarantor's articles of incorporation and bylaws issued by the Company Register or, in the case of foreign entities or issuers, by the competent authority and a copy of the guarantor's annual accounts for the latest financial year. Where the guarantor has securities admitted to listing, only a copy of the contract of guarantee shall be sent with the application.

### *3.00 Financial information*

1. For persons referred to in Article 2.2.6, paragraph 1(a), of the Rules, copies of the last two approved and published reports on operations, accompanied by the annexes prescribed by law and the report of the competent auditing body and authenticated by the legal representative of the issuer or other duly authorised person, as well as copies of the forecasts for the year and multi-year projections, accompanied by the annexes prescribed by law.
2. For persons referred to in Article 2.2.6, paragraph 1(b), of the Rules, copies of the last two approved and published annual accounts, accompanied by the annexes prescribed by law and the audit report of a

statutory auditor or a statutory auditing company in accordance with Legislative decree no. 39 of 27 January 2010, as well as forecasts for the current year and the two subsequent years.

3. The regions must attach copy of the last two annual accounts.

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In case of bonds issued jointly by several local authorities pursuant with the provisions of article 207, paragraph 1-bis, D.Lgs. 267/2000, Borsa Italiana may, for the purposes of its examination and also during the same, allow for the omission of information and documents referred to in the preceding points from the local authorities that are not lead in the issue guaranteed by the guarantee referred to in point 2.05.

Borsa Italiana may, for the purposes of its examination and also during the same, request the issuer to provide additional information, clarifications and documentation with respect to that prescribed. Borsa Italiana may also agree to the omission of information or documents referred to in the preceding points, where such data or documents can be considered superfluous or are already contained in other documentation submitted by the issuer or where the issuer already has financial instruments admitted to listing on regulated markets of other EU countries.

### 3.3 Bonds convertible into shares

Applications for the admission of bonds convertible into shares must be accompanied by the following documentation:

#### *1.00 Issuer*

1. A copy of the resolution adopted by the competent body approving the submission of the application for admission authenticated by the legal representative of the issuer or other duly authorised person.
2. Copies of the issuer's articles of incorporation and bylaws with a declaration by its legal representative attesting that they are true copies of the prevailing originals.
3. A draft of the prospectus including any annexes or a copy of the prospectus approved by the competent authority. New versions of such draft or supplements must be sent promptly.
4. In the case of admission procedures accompanied by the offer to Italian and foreign institutional investors of the bonds for which admission to listing is being applied for, where an offering circular is prepared for such investors, a copy thereof.



5. A copy of the resolution adopted by the competent body assigning the statutory audit mandate to audit the annual accounts in accordance with Article 2.2.5, paragraph 3, of the Rules.
6. A copy of the rating report, in accordance to Article IA.2.4.1, on the issuer and the individual issue where applicable, with the rating agency, the rating scale and the interval between updates specifically indicated.
7. A form identifying the officer responsible for relations with Borsa Italiana information department referred to in Article 2.6.1, paragraph 4, of the Rules and his/her substitute, drawn up in accordance with the attached model. The same information is also provided in the processable format provided by Borsa Italiana.
8. Declaration that the contract has been signed with a SDIR included among the list of authorised persons kept by Consob or, alternatively, if the issuer does not use a SDIR for the public disclosure of regulated information, a declaration that the issuer has chosen to disclose regulated information on its own pursuant to Article 65-*sexies* of Consob Regulation 11971/1999.

The declaration must be renewed without delay if a new SDIR is chosen to replace the SDIR previously chosen or after the issuer's decision to disclose regulated information on its own.

This declaration is required only in the case of issuer of securities as defined by Article 65, paragraph 1, letter b) of Consob Regulation 11971/1999.

## *2.00 Bonds to be admitted*

1. A declaration by the issuer attesting that the bonds are freely negotiable and subject to the rules governing the form, entitlement and circulation of dematerialised securities in the case of issues made under Italian law or to the corresponding provisions of the law of the foreign country in which the bonds are issued.
2. Copies of the resolutions and, where provided for in the applicable rules, of the authorisations and approvals on the basis of which the securities have been or will be issued and of the documentation attesting that the resolution in question has been entered in the Company Register and, in the case of bonds carrying rights to subscribe shares, a copy of the resolution to issue shares for the purpose of the loan and of the related authorisations and approvals. If this documentation is not available at the time of the submission of the application for the admission, it shall be presented as soon as possible following the registration and in any case in due time for the dissemination of the Notice announcing the start of trading.
3. In the case of bonds carrying rights to buy shares, a copy of the instruments showing the allocation of the shares for the exercise of such rights and of the documents showing the manner in which the shares pledged.

4. In the case of securities deriving from the conversion issued by a third party, a copy of the agreements concluded between the issuer of the bonds and the issuer of the conversion shares.
5. A declaration by Monte Titoli S.p.A. attesting that the financial instruments to be admitted to listing can be settled via the settlement system on the deposit accounts opened with it.
6. Where the issuer intends to use the admission procedure referred to in Article 2.4.3 of the Rules:
  - the specification of the minimum quantity of bonds to be allotted on the occasion of the offering;
  - a declaration, signed by the legal representative of the issuer or other duly authorised person, accepting the undertakings referred to in paragraphs 1(a) and 1(b) of such article.
7. The total number of subscribers of the loan and the par value of the securities placed.

Where the issuer uses the admission procedure referred to in Article 2.4.3 of the Rules, the results of the offering must be notified, within the time limits referred to in paragraph 1(a) of such article, using the form prepared by Borsa Italiana and shown in Annex 2.

8. Where bonds are guaranteed by a legal person, a copy of the contract of guarantee and a copy of the guarantor's articles of incorporation and bylaws issued by the Company Register or, in the case of foreign entities or issuers, by the competent authority and a copy of the guarantor's annual accounts for the latest financial year. Where the guarantor has securities admitted to listing, only a copy of the contract of guarantee shall be sent with the application.

### *3.00 Financial information*

1. Copies of the last two sets of approved and published annual accounts, including the consolidated accounts where the issuer is required to draw them up, accompanied by the annexes prescribed by law and authenticated by the legal representative of the issuer or other duly authorised person.
2. Where they are not among the documents specified in points 1.03 and 3.01, a copy of the report of the statutory auditor or the statutory auditing company on the annual accounts, including the consolidated accounts where applicable, for the last of the two financial years and, where it exists, for the two preceding year.
3. Where the closing date of the last of the annual accounts referred to in point 3.01 is more than 6 months before the date of the submission of the application for listing, an interim balance sheet and income statement of the issuer on a solo and a consolidated basis where applicable — drawn up on the basis of the formats in force for listed companies, fully audited and accompanied by explanatory notes — with reference to at least the 6 months subsequent to the closing date of the last annual accounts and

compared with the corresponding period of the previous financial year. Taking account of the planned date for the start of trading, Borsa Italiana may request a fully audited balance sheet and income statement for a period ending on a different date, which shall be more recent than the closing date of the latest annual accounts or the end of the six months subsequent to such closing date. With regard to the audits referred to in this point, Borsa Italiana may, in exceptional circumstances, accept partial audits, whose scope must be agreed in advance with Borsa Italiana, provided all the information needed to evaluate the issuer and the instruments for which application for listing is available.

4. For companies and entities resulting from extraordinary corporate actions or whose assets and liabilities underwent substantial changes in the financial year preceding that of the submission of the application or subsequently, the following documents must be attached: a pro forma income statement for at least one financial year ended prior to the date of submission of the listing application; a pro forma balance sheet referred to the closing date of the financial year preceding the application where extraordinary corporate actions or the substantial changes occurred after that date; the report of statutory auditor or a statutory auditing company containing the results of the checking activity on the reasonableness of the basic assumptions made in preparing the pro forma data, on the correct application of the methods used and on the appropriateness of the accounting policies adopted for their preparation. The financial statements on a solo or a consolidated basis that provide the basis for the pro forma documents, accompanied by the reports of a statutory auditor or a statutory auditing company thereon, must also be attached. Where the changes occurred after the closing date of the financial year and more than 9 months have elapsed between such date and the admission decision, the following documents must be attached: a pro forma interim income statement for at least the six months subsequent to the close of the last financial year; a pro forma interim balance sheet referred to the end of the half-year subsequent to the close of the last financial year where the extraordinary corporate actions or the substantial changes occurred after that date; the report a statutory auditor or a statutory auditing company containing the results of the checking activity on the reasonableness of the basic assumptions made in preparing the pro forma data, on the correct application of the methods used and on the appropriateness of the accounting policies adopted for their preparation. The interim accounting documents must be prepared using methods consistent with those used for the pro forma annual accounts and compared with those reconstructed for the corresponding period of the previous financial year. Taking account of the planned date for the start of trading, Borsa Italiana may request a pro forma balance sheet and income statement for a period ending on a different date, which shall be more recent than the closing date of the latest annual accounts or the end of the six months subsequent to such closing date. The accounting documents referred to in this point must refer to the issuer or be drawn up on a consolidated basis where the issuer is required to prepare consolidated financial statements. The above-mentioned pro forma data may be omitted where they are already contained in the prospectus.

5. For the companies referred to in Article 2.2.1, paragraph 5, of the Rules, a copy of at least the latest approved and published annual accounts must be attached, supplemented where appropriate by the documentation referred to in point 4, if available

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Issuers established under foreign law must also accompany their application with a declaration confirming that:

- the issuer is regularly established and that its articles of incorporation and bylaws conform with the laws and regulations to which it is subject;
- the financial instruments for which application for listing has been made were issued in compliance with the laws, regulations and every other applicable provision and conform with the laws and regulations to which they are subject, also as regards their representation in paper form where applicable;
- exclusively limited for the issuer under foreign law of a non-EU country and that has not securities listed on other regulated markets of other EU countries there are no impediments to the substantial observance by the issuer of the provisions contained in these Rules, in laws and other regulations to which they are subject concerning the information that issuers of financial instruments admitted to listing must make available to the public, the Consob and Borsa Italiana; the declaration is supported by a legal opinion issued by a lawyer licensed to practice in the country in which the issuer has its headquarters;
- there are no impediments of any kind to the exercise of all the rights attaching to the financial instruments for which application for listing has been made by all the holders who are in identical conditions.

\* \* \*

Borsa Italiana may, for the purposes of its examination and also during the same, request the issuer to provide additional information, clarifications and documentation with respect to that provided for in the preceding points. Borsa Italiana may also agree to the omission of information or documents referred to in the preceding points, where such data or documents can be considered superfluous or are already contained in other documentation submitted by the issuer or where the issuer or the guarantor already has financial instruments admitted to listing on regulated markets of other EU countries.

### 3.4 Asset-backed securities

Applications for the admission of asset-backed securities must be accompanied by the following documentation:

### *1.00 Issuer*

1. A copy of the issuer's articles of incorporation and bylaws issued by the Company Register or, in the case of foreign entities or issuers, by the competent authority.
2. A draft of the prospectus including any annexes or a copy of the prospectus approved by the competent authority with details of the approval and details of the communication sent by the competent home country authority to the competent host country authority. New versions of such draft or supplements must be sent promptly.
3. In the case of admission procedures accompanied by the offer to Italian and foreign institutional investors of the asset-backed securities for which admission to listing is being applied for, where an offering circular is prepared for such investors, a copy thereof.
4. A copy of the resolution adopted by the competent body assigning the statutory audit mandate to audit the annual accounts in accordance with Article 2.2.31, paragraph 2, of the Rules.
5. A form identifying the officer responsible for relations with Borsa Italiana information department referred to in Article 2.6.1, paragraph 4, of the Rules and his/her substitute, drawn up in accordance with the attached model. The same information is also provided in the processable format provided by Borsa Italiana.
6. Declaration that the contract has been signed with a SDIR included among the list of authorised persons kept by Consob or, alternatively, if the issuer does not use a SDIR for the public disclosure of regulated information, a declaration that the issuer has chosen to disclose regulated information on its own pursuant to Article 65-*sexies* of Consob Regulation 11971/1999.

The declaration must be renewed without delay if a new SDIR is chosen to replace the SDIR previously chosen or after the issuer's decision to disclose regulated information on its own.

This declaration is required only in the case of issuer of securities as defined by Article 65, paragraph 1, letter b) of Consob Regulation 11971/1999.

### *2.00 Asset-backed securities to be admitted*

1. A declaration by the issuer attesting that the asset-backed securities are freely negotiable and subject to the rules governing the form, entitlement and circulation of dematerialised securities in the case of issues made under Italian law or to the corresponding provisions of the law of the foreign country in which the bonds are issued.
2. Copies of the resolutions and, where provided for in the applicable rules, of the authorisations and approvals on the basis of which the securities have been or will be issued and of the documentation attesting that the resolution in question has been entered in the Company Register. If this documentation is not available at the time of the submission of the

application for the admission, it shall be presented as soon as possible following the registration and in any case in due time for the dissemination of the Notice announcing the start of trading.

3. A declaration by the issuer attesting that the financial instruments to be admitted to listing can be settled via the settlement system of Monte Titoli S.p.A., or Euroclear or Clearstream on the deposit accounts opened with the central securities depository.
4. Where the issuer intends to use the admission procedure referred to in Article 2.4.3 of the Rules:
  - the specification of the minimum quantity of asset-backed securities to be allotted on the occasion of the offering;
  - a declaration, signed by the legal representative of the issuer or other duly authorised person, accepting the undertakings referred to in paragraphs 1(a) and 1(b) of the article 2.4.3.
5. The total number of subscribers of the loan and the number and the par value of the securities placed.

Where the issuer uses the admission procedure referred to in Article 2.4.3 of the Rules, the results of the offering must be notified, within the time limits referred to in paragraph 1(a) of such article, using the form prepared by Borsa Italiana and shown in Annex 2.
6. Where the asset-backed securities are subject to the provisions of Article 2.2.29, paragraph 2(b), of the Rules, a declaration accepting the undertaking referred to therein.
7. A copy of the contract for the transfer of the claims or asset to be securitized or, for securitization operations under foreign law referred to in Article 2.2.30, paragraph 1(b) of the Rules, documentation demonstrating the transfer of the collateral.
8. A copy of the rating report on the issue. The rating must have been awarded by one of the agencies satisfying the requirements established by Consob in the regulation implementing Article 2, paragraph 5, of Law 130 of 30 April 1999 and in any case one of the following: Standard & Poor's Ratings Services, division of The McGraw-Hill Companies, Inc.; Moody's Investors Service; or Fitch. The minimum rating must be "investment grade" where the term "investment grade" shall mean ratings down to "BBB-" on the scale of Standard & Poor's Ratings Services, division of The McGraw-Hill Companies, Inc. and the equivalent ratings of the other agencies. In the event that the issue has only an implied rating, this must be at least "high grade" where the term "high grade" shall mean ratings down to "AA-" on the scale of Standard & Poor's Ratings Services, division of The McGraw-Hill Companies, Inc. and the equivalent ratings of the other agencies.

### *3.00 Structure of the operation*

1. A summary description of: the structure of the operation with an indication of the persons involved, their roles and, where available, their

ratings; any guarantees backing the operation or individual tranches (credit enhancement); and any financial transactions involved in the operation.

2. A summary description of the quantitative and qualitative data concerning the assets destined for the repayment of the loan (collateral) and of the risks associated with such assets.
3. A description of the manner of allocating the cash flows expected from the collateral among the individual tranches of the operation. For each tranche the coupon plan, the amortisation plan and any subordination with respect to other tranches must also be specified. In addition, an indication must be given of the events that will modify the allocation plan (trigger events) and their effects on the coupon and amortisation plans of the individual tranches, the manner of handling prepayments, and any other circumstance affecting the cash flows.
4. A description of the exposure to risks. In particular, a thorough assessment must be provided of the risk of prepayment on the basis of historical data on the collateral, projections and the effects prepayments will have on the individual tranches in terms of changes in the duration, price and other conditions.

\* \* \*

Where the asset-backed securities are issued by a foreign entity, the application must be accompanied by a declaration by the issuer confirming that:

- the issuer is regularly established and that its articles of incorporation and bylaws conform with the laws and regulations to which it is subject;
- exclusively limited for the issuer under foreign law of a non-EU country and that has not securities listed on other regulated markets of other EU countries there are no impediments to the substantial observance by the issuer of the provisions contained in these Rules, in laws and other regulations to which they are subject concerning the information that issuers of financial instruments admitted to listing must make available to the public, the Consob and Borsa Italiana; the declaration is supported by a legal opinion issued by a lawyer licensed to practice in the country in which the issuer has its headquarters.

\* \* \*

In the case of asset-backed securities subject to the law of a foreign country, the application must be accompanied by a declaration by the issuer confirming that:

- the financial instruments for which application for listing has been made were issued in compliance with the laws, regulations and every other applicable provision and conform with the laws and regulations to which they are subject, also as regards their representation in paper form where applicable;

- there are no impediments of any kind to the exercise of all the rights attaching to the financial instruments for which application for listing has been made by all the holders who are in identical conditions.
- the assets destined for the repayment of the loan have been validly assigned and may not be the subject of actions brought either by creditors of the assignor or by creditors of the assignee; the declaration is supported by a legal opinion issued by a lawyer licensed to practice in the country in which the issuer has its headquarters.

\* \* \*

Borsa Italiana may, for the purposes of its examination and also during the same, request the issuer to provide additional information, clarifications and documentation with respect to that prescribed. Borsa Italiana may also agree to the omission of information or documents referred to in the preceding points, where such data or documents can be considered superfluous or are already contained in other documentation submitted by the issuer or where the issuer or the guarantor already has financial instruments admitted to listing on regulated markets of other EU countries.



#### **Table 4: Warrants**

Applications for the admission of warrants and other comparable securities must be accompanied by the following documentation:

##### *1.00 Issuer*

1. A copy of the resolution adopted by the competent body approving the submission of the application for admission authenticated by the legal representative of the issuer or other duly authorised person.
2. Copies of the issuer's articles of incorporation and bylaws with a declaration by its legal representative attesting that they are true copies of the prevailing originals.
3. A draft of the prospectus including any annexes or a copy of the prospectus approved by the competent authority. New versions of such draft or supplements must be sent promptly.
4. In the case of admission procedures accompanied by the offer to Italian and foreign institutional investors of the warrants for which admission to listing is being applied for, where an offering circular is prepared for such investors, a copy thereof.
5. A copy of the resolution adopted by the competent body appointing an a statutory auditor or a statutory auditing company to audit the annual accounts.
6. A form identifying the officer responsible for relations with Borsa Italiana information department referred to in Article 2.6.1, paragraph 4, of the Rules and his/her substitute, drawn up in accordance with the attached model. The same information is also provided in the processable format provided by Borsa Italiana.
7. Declaration that the contract has been signed with a SDIR included among the list of authorised persons kept by Consob or, alternatively, if the issuer does not use a SDIR for the public disclosure of regulated information, a declaration that the issuer has chosen to disclose regulated information on its own pursuant to Article 65-*sexies* of Consob Regulation 11971/1999.

The declaration must be renewed without delay if a new SDIR is chosen to replace the SDIR previously chosen or after the issuer's decision to disclose regulated information on its own.

This declaration is required only in the case of issuer of securities as defined by Article 65, paragraph 1, letter b) of Consob Regulation 11971/1999.

##### *2.00 Warrants to be admitted*

1. A declaration by the issuer attesting that the warrants are freely negotiable and subject to the rules governing the form, entitlement and

circulation of dematerialised securities in the case of issues made under Italian law or to the corresponding provisions of the law of the foreign country in which the warrants are issued.

2. Copies of the resolutions and, where provided for in the applicable rules, of the authorisations and approvals on the basis of which the securities have been or will be issued and of the documentation attesting that the resolution in question has been entered in the Company Register and, in the case of warrants carrying rights to subscribe shares, a copy of the resolution to issue shares for the exercise of the warrants and of the related authorisations and approvals. If this documentation is not available at the time of the submission of the application for the admission, it shall be presented as soon as possible following the registration and in any case in due time for the dissemination of the Notice announcing the start of trading.
3. In the case of warrants carrying rights to buy shares, a copy of the instruments showing the allocation of the shares for the exercise of such rights and of the documents showing the manner in which the shares are pledged.
4. In the case of conversion shares issued by a third party, a copy of the agreements concluded between the issuer of the warrants and the issuer of the conversion shares.
5. A declaration by Monte Titoli S.p.A. attesting that the financial instruments to be admitted to listing can be settled via the settlement system on the deposit accounts opened with it.
6. Where the issuer intends to use the admission procedure referred to in Article 2.4.3 of the Rules:
  - the specification of the minimum quantity of warrants to be allotted on the occasion of the offering;
  - a declaration, signed by the legal representative of the issuer or other duly authorised person, accepting the undertakings referred to in paragraphs 1(a) and 1(b) of such article.
7. The total number of subscribers of the warrants and the par value of the securities placed.

Where the issuer uses the admission procedure referred to in Article 2.4.3 of the Rules, the results of the offering must be notified, within the time limits referred to in paragraph 1(a) of such article, using the form prepared by Borsa Italiana and shown in Annex 2.

### *3.00 Financial information*

1. Copies of the last three sets of approved and published annual accounts, including the consolidated accounts where the issuer is required to draw them up, accompanied by the annexes prescribed by law and authenticated by the legal representative of the issuer or other duly authorised person.

2. Where they are not among the documents specified in points 1.03 and 3.01, a copy of the report of the statutory auditor or the statutory auditing company on the annual accounts, including the consolidated accounts where applicable, for the last of the three financial years and, where they exist, for the two preceding years.
3. Where the closing date of the last of the annual accounts referred to in point 3.01 is more than 9 months before the date of the admission decision, an interim balance sheet and income statement of the issuer on a solo and a consolidated basis where applicable — drawn up on the basis of the formats in force for listed companies, fully audited and accompanied by explanatory notes — with reference to at least the 6 months subsequent to the closing date of the last annual accounts and compared with the corresponding period of the previous financial year. Taking account of the planned date for the start of trading, Borsa Italiana may request a fully audited balance sheet and income statement for a period ending on a different date, which shall be more recent than the closing date of the latest annual accounts or the end of the six months subsequent to such closing date. With regard to the audits referred to in this point, Borsa Italiana may, in exceptional circumstances, accept partial audits, whose scope must be agreed in advance with Borsa Italiana, provided all the information needed to evaluate the issuer and the instruments for which application for listing is available.
4. For companies and entities resulting from extraordinary corporate actions, or whose assets and liabilities underwent substantial changes in the financial year preceding that of the submission of the application or subsequently, the following documents must be attached: a pro forma income statement for at least one financial year ended prior to the date of submission of the listing application; a pro forma balance sheet referred to the closing date of the financial year preceding the application where the extraordinary corporate actions or the substantial changes occurred after that date; the report a statutory auditor or a statutory auditing company containing the results of the checking activity on the reasonableness of the basic assumptions made in preparing the pro forma data, on the correct application of the methods used and on the appropriateness of the accounting policies adopted for their preparation. The financial statements on a solo or a consolidated basis that provide the basis for the pro forma documents, accompanied by the reports of a statutory auditor or a statutory auditing company thereon, must also be attached. Where the changes occurred after the closing date of the financial year and more than 9 months have elapsed between such date and the admission decision, the following documents must be attached: a pro forma interim income statement for at least the six months subsequent to the close of the last financial year; a pro forma interim balance sheet referred to the end of the half-year subsequent to the close of the last financial year where the extraordinary corporate actions or the substantial changes occurred after that date; the report of a statutory auditor or a statutory auditing company containing the results of the checking activity on the reasonableness of the basic assumptions made in preparing the pro forma data, on the correct application of the methods used and on the appropriateness of the accounting policies

adopted for their preparation. The interim accounting documents must be prepared using methods consistent with those used for the pro forma annual accounts and compared with those reconstructed for the corresponding period of the previous financial year. Taking account of the planned date for the start of trading, Borsa Italiana may request a pro forma balance sheet and income statement for a period ending on a different date, which shall be more recent than the closing date of the latest annual accounts or the end of the six months subsequent to such closing date. The accounting documents referred to in this point must refer to the issuer or be drawn up on a consolidated basis where the issuer is required to prepare consolidated financial statements. The above-mentioned pro forma data may be omitted where they are already contained in the prospectus.

5. For the companies referred to in Article 2.2.1, paragraph 5, of the Rules, a copy of at least the latest approved and published annual accounts must be attached, supplemented where appropriate by the documentation referred to in point 4, if available.

\* \* \*

Issuers established under foreign law must also accompany their application with a declaration confirming that:

- the issuer is regularly established and that its articles of incorporation and bylaws conform with the laws and regulations to which it is subject;
- the financial instruments for which application for listing has been made were issued in compliance with the laws, regulations and every other applicable provision and conform with the laws and regulations to which they are subject, also as regards their representation in paper form where applicable;
- exclusively limited for the issuer under foreign law of a non-EU country and that has not securities listed on other regulated markets of other EU countries there are no impediments to the substantial observance by the issuer of the provisions contained in these Rules, in laws and other regulations to which they are subject concerning the information that issuers of financial instruments admitted to listing must make available to the public, the Consob and Borsa Italiana; the declaration is supported by a legal opinion issued by a lawyer licensed to practice in the country in which the issuer has its headquarters;
- there are no impediments of any kind to the exercise of all the rights attaching to the financial instruments for which application for listing has been made by all the holders who are in identical conditions.

\* \* \*

Borsa Italiana may, for the purposes of its examination and also during the same, request the issuer to provide additional information, clarifications and documentation with respect to that provided for in the preceding points. Borsa Italiana may also

agree to the omission of information or documents referred to in the preceding points, where such data or documents can be considered superfluous or are already contained in other documentation submitted by the issuer or where the issuer already has financial instruments admitted to listing on regulated markets of other EU countries.

### **Table 5: Shares or units of AIFs**

Applications for the admission of shares or units of AIFs must be accompanied by the following documentation:

#### *1.00 The management company and the fund or SICAV or SICAF*

1. A copy of the resolution adopted by the competent body approving the submission of the application for admission authenticated by the legal representative of the management company or other duly authorised person.
2. Copies of the management company's articles of incorporation and bylaws, or of SICAV or SICAF, with a declaration by its legal representative attesting that they are true copies of the prevailing originals.
3. A copy of the fund rules, accompanied by the authorisation granted by the Bank of Italy and authenticated by the legal representative of the management company or other duly authorised person.
4. A Copy any Consob communication or authorization issued pursuant to Article 44 of the Consolidated Law on Finance on marketing of units or shares of AIFs to retail investors.
5. A draft of the prospectus or a copy of the prospectus approved by the competent authority. New versions of such draft or supplements must be sent promptly also in version with mark-up evidencing the changes with respect to the last version previously filed.
6. Declarations pursuant to Article 2.3.4, paragraph 2, of the Rules, for those parties provided for by paragraph 7 of the same Article.
7. A report comparing the issuer's model of corporate governance with the recommendations of the self-regulatory code adopted by the trade association it belongs to. Where, subsequent to the submission of the listing application, changes are made to the company's corporate governance or undertakings to that end are entered into, the report must be updated and sent as soon as it is available and in any case prior to the admission decision. The report must also be sent in electronic form to the following e-mail address: [infosocietaria.cg@borsaitalia.it](mailto:infosocietaria.cg@borsaitalia.it).
8. A form identifying the officer responsible for relations with Borsa Italiana information department referred to in Article 2.6.1, paragraph 4, of the Rules and his/her substitute, drawn up in accordance with the attached model. The same information is also provided in the processable format provided by Borsa Italiana.
9. Declaration that the contract has been signed with a SDIR included among the list of authorised persons kept by Consob or, alternatively, if the issuer does not use a SDIR for the public disclosure of regulated

information, a declaration that the issuer has chosen to disclose regulated information on its own pursuant to Article 65-*sexies* of Consob Regulation 11971/1999.

The declaration must be renewed without delay if a new SDIR is chosen to replace the SDIR previously chosen or after the issuer's decision to disclose regulated information on its own.

This declaration is required only in the case of issuer of securities as defined by Article 65, paragraph 1, letter b) of Consob Regulation 11971/1999.

## *2.00 Certificates to be admitted*

1. A declaration by the depository bank attesting that the units or shares of AIFs fund units are freely negotiable and subject to the rules governing the form, entitlement and circulation of dematerialised securities in the case of issues made under Italian law or under the corresponding rules of the foreign law applicable where the shares were issued.
2. A declaration by Monte Titoli S.p.A. attesting that the financial instruments to be admitted to listing can be settled via the settlement system on the deposit accounts opened with it.
3. Where the issuer intends to use the admission procedure referred to in Article 2.4.3 of the Rules:
  - the specification of the range of values within which it is intended to set the offering price of the shares or units; the document upon which the valuation is based must also be supplied. Where such information and documentation concerning the offering price are not available at the date the application for admission is submitted, they may be supplied subsequently, as soon as they become available;
  - the specification of the minimum quantity of certificates to be allotted on the occasion of the offering;
  - a declaration, signed by the legal representative of the issuer or other duly authorised person, accepting the undertakings referred to in paragraphs 1(a) and 1(b) of such article.
4. In the case of a fund, the total number of subscribers of the certificates and the par value of the certificates placed.

Where the issuer uses the admission procedure referred to in Article 2.4.3 of the Rules, the results of the offering must be notified, within the time limits referred to in paragraph 1(a) of such article, using the form prepared by Borsa Italiana and shown in Annex 2.

In the case of SICAFs, the estimated number of shareholders, based on the shareholders register, the latest communications received, and other data available.

Where the issuer uses the admission procedure referred to in Article 2.4.3 of the Rules, the results of the offering must be notified, within the

time limits referred to in paragraph 1 letter (a) of such article, using the form prepared by Borsa Italiana and shown in Annex 2.

### *3.00 Financial information*

1. A copy of the latest annual report, or in the absence thereof, statements of the profits and losses and assets and liabilities for a period of less than one year, authenticated by the management company's legal representative or other duly authorised person, audited by a statutory auditor or statutory auditing company. Where the interval between the closing date of the financial year and the admission decision is more than seven months, a copy of the half-yearly report must be attached together with the opinion of the statutory auditor or the statutory auditing company. The interval between the closing date of the latest annual report on operations and the admission decision may not be more than fourteen months.
2. In the case referred to in Article 2.2.34, paragraph 2, of the Rules has been granted, a copy of pro forma statements of the fund's profits and losses and assets and liabilities. The report of statutory auditor or statutory auditing company containing the results of the checking activity on the reasonableness of the basic assumptions made in preparing the pro forma report, on the correct application of the methods used and on the appropriateness of the accounting policies adopted for the preparation of the document.

### *4.00 Specialist*

#### ***The undertaking must be drawn up in accordance with the following model:***

An undertaking by the specialist to intervene in the market in order to support the liquidity of the financial instruments for which admission to listing is being applied for pursuant to and for the purposes of Title 4.4 of the Rules:

#### **Data concerning the specialist**

- Company name
- Registered office
- Member ID
- Tel.
- Fax
- Admitted to trading on the Stock Exchange in the MIV market
- Date of the appointment and duration of the engagement
- The relationship between Borsa Italiana and the Specialist shall be governed by the general conditions for the supply of the services
- The Specialist declares that the persons acting as specialist have adequate professional qualifications and know the rules governing



and the manner of performing the activity of specialists and the related technical instruments

- The specialist in non reserved AIFs undertakes to observe the provisions of the Rules and the Instructions, and, in particular, the provisions of Title 4.4 of the Rules concerning the activity of specialists in non reserved AIFs, which it declares it knows and accepts, and to observe subsequent amendments to the Rules and the Instructions.

*(place and date)*

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*(Signature of the legal representative or its contract representative)*

The specialist specifically approves, pursuant to Articles 1341 and 1342 of the Civil Code, Articles 3.4.3 (Measure to protect the market), 3.4.4 (Measure against market intermediaries), 3.4.5 (Procedures for verifying violations), 3.4.6 (Challenging of measures), 3.4.7 (Disclosure to the public of measures), 6.1.1 (Controls and measures concerning trading), 7.1 (Jurisdiction), 7.2 (Disputes submitted to the court), 7.3 (Other disputes), 7.4 (Appeals Board) and 7.5 (Board of Arbitration) of the Rules.

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*(Signature of the legal representative or its contract representative)*

#### *5.00 Issuers established under foreign law*

Issuers established under foreign law must also accompany their application with a declaration confirming that:

- the issuer is regularly established and that its articles of incorporation and bylaws conform with the laws and regulations to which it is subject;
- the financial instruments for which application for listing has been made were issued in compliance with the laws, regulations and every other applicable provision and conform with the laws and regulations to which they are subject, including as regards their representation in paper form where applicable;
- exclusively limited for the issuer under foreign law of a non-EU country and that has not securities listed on other regulated markets of other EU countries there are no impediments to the substantial observance by the issuer of the provisions contained in these Rules, in laws or other regulations to which they are subject concerning the information that the issuer of financial instruments admitted to listing must make available to the public, Consob and Borsa Italiana; the declaration is supported by a legal opinion issued by a lawyer licensed to practice in the country in which the issuer has its headquarters;

- there are no impediments of any kind to the exercise of all the rights attaching to the financial instruments for which application for listing has been made by all the holders who are in identical conditions;
- there are no impediments to the substantial observance by the issuer of the provisions referred to in Article 2.2.34 of the Rules; the declaration is supported by a legal opinion issued by a lawyer licensed to practice in the country in which the issuer has its headquarters.

\* \* \*

Borsa Italiana may, for the purposes of its examination and also during the same, request the issuer to provide additional information, clarifications and documentation with respect to that prescribed. Borsa Italiana may also agree to the omission of information or documents referred to in the preceding points, where such data or documents can be considered superfluous or are already contained in other documentation submitted by the issuer or where the issuer already has financial instruments admitted to listing on regulated markets of other EU countries.

### **Table 6: ordinary shares of SIVs**

Applications for the admission of shares of SIVs must be accompanied by the following documentation:

#### **1.00 Issuer**

1. A copy of the resolution adopted by the competent body approving the submission of the application for admission authenticated by the legal representative of the issuer or other duly authorised person.
2. Copies of the issuer's articles of incorporation and bylaws with a declaration by its legal representative attesting that they are true copies of the originals.
3. A copy of the resolution adopted by the competent body approving the investment strategy and a copy of the investment strategy itself unless it is already contained in the resolution.
4. A draft of the prospectus or a copy of the prospectus approved by the competent authority. New versions of such draft or supplements must be sent promptly also in version with mark-up evidencing the changes with respect to the last version previously filed.
5. In the case of admission procedures accompanied by the offer to Italian and foreign institutional investors of the shares for which admission to listing is being applied for; where an offering circular is prepared for such investors, a copy thereof.
6. Companies with control over companies established and regulated under the laws of non-EU countries submit a declaration of the management body concerning the compliance with the conditions for listing referred to in Article 36 of the Consob Resolution 16191/2007, letters a), b) and c) and a declaration of the supervisory body regarding the administrative accounting system referred to in Article 36 of the Consob Resolution 16191/2007 as last amended.
7. Companies subject to direction and coordination by another company submit a declaration by the management body concerning compliance with the conditions for listing referred to in Article 37 of Consob Resolution 16191/2007.
8. A declaration as to whether or not the circumstances referred to in Article 2.3.3, paragraph 3, of the Rules exist.
9. Documentation attesting compliance with the provisions referred to in Article 2.2.38, paragraph 9, regarding the establishment of an escrow account, where applicable.
10. Summary *curriculum vitae* of the members of the management body and managers of the company; a description of the powers delegated to members of the management body and of the duties of managers.
11. For the persons referred to in Article 2.2.38, paragraph 10, of the Rules, a summary *curriculum vitae* showing that the experience requirements

referred to in Article 2.2.38, paragraph 10, of the Rules are satisfied.

12. A report comparing the issuer's model of corporate governance with that proposed in the Code of Conduct for Listed Companies and the recommendations of the self-regulatory code adopted by trade associations for the matters regarding the activity typical of Investment companies. Where, subsequent to the submission of the listing application, changes are made to the company's corporate governance or undertakings to that end are entered into, the report must be updated and sent as soon as it is available and in any case prior to the admission decision. The report must also be sent in electronic form, subsequent to the admission decision, to the following e-mail address: [infosocietaria.cg@borsaitalia.it](mailto:infosocietaria.cg@borsaitalia.it).
13. A form identifying the officer responsible for relations with Borsa Italiana's information department referred to in Article 2.6.1, paragraph 4, of the Rules and his/her substitute, drawn up in accordance with the attached model. The same information is also provided in the processable format provided by Borsa Italiana.
14. Declaration that the contract has been signed with a SDIR included among the list of authorised persons kept by Consob or, alternatively, if the issuer does not use a SDIR for the public disclosure of regulated information, a declaration that the issuer has chosen to disclose regulated information on its own pursuant to Article 65-*sexies* of Consob Regulation 11971/1999.
15. A copy of the rating report, in accordance to Article IA.2.4.1, on the issuer where applicable, with the rating agency, the rating scale and the interval between updates specifically indicated.
16. A report on the decision-making procedures and organizational structure, specifying clearly and in documented form the hierarchical relationships and the division of the functions and responsibilities.

In particular, the report shall provide: (i) a summary but exhaustive description of the individual units of the company specifying their functions and the heads thereof; (ii) the division of tasks among the various governing bodies and within same; and (iii) the documentation serving for the decision-making procedures and recording the reasons for decisions.

The report shall also describe: the persons who control the company and the latter's role in the group it belongs to.

The report must describe the composition of the management body, in particular with reference to the presence of independent members and the role of the management body in determining the company's strategies, with special reference to its investment policy and decisions; the role and responsibilities of the various levels of management, specifying whether there are executive and advisory committees and the presence in these committees of independent members. It shall also: provide summary *curriculum vitae* of the member of the management body, of the managers of the company and of the employees charged with devising and identifying investment opportunities, showing their

experience in the management of investment portfolios; describe the powers delegated to members of the management body and the duties of managers; specify the frequency and content of the information made available to the management body and the top management for the control of the performance of the company; and indicate the distribution of the delegated powers within the company, the control mechanisms to check compliance therewith and whether a procedure exists for requesting permission to exceed the limits established for delegated powers.

The report shall describe the company's risk management system, the measures adopted to ensure that the relevant persons know the procedures to follow for the correct exercise of their responsibilities, the internal control mechanisms designed to ensure compliance with decisions and procedures at every level of the company, and internal procedures and systems for the internal reporting, communication and retention of information.

The report shall describe the company body charged with identifying risk objectives, strategies, profiles and levels and the periodic verification thereof and with making investment decisions. It shall also describe the mechanisms adopted to ensure that investments are selected in an independent manner and in the exclusive interest of investors and the policy for handling conflicts of interest referred to in Article 2.2.38, paragraph 11, with a description of the mechanisms, procedures and organizational measures introduced to identify and manage conflicts of interest and the related flows of information. In addition, the report shall describe the procedures for researching and selecting the companies in which the SIV invests and for due diligence.

The declarations referred to in points 6, 7 and 8 of this Article must be renewed if material changes occur to the declared circumstances. The declaration referred to in point 14 must be renewed without delay if a new SDIR is chosen to replace the SDIR previously chosen or after the issuer's decision to disclose regulated information on its own.

## *2.00 Shares to be admitted*

1. A declaration by the issuer concerning the negotiability of the shares at the date of the start of trading and their being subject to the rules governing the form, entitlement and circulation of dematerialised securities in the case of issues made under Italian law or under the corresponding rules of the foreign law applicable where the shares were issued.
2. Copies of the resolutions and, where provided for in the applicable rules, of the authorisations and approvals on the basis of which the securities have been or will be issued and of the documentation attesting that the resolution in question has been entered in the Company Register. If this documentation is not available at the time of the submission of the application for the admission, it shall be presented as soon as possible following the registration and in any case in due time for the

dissemination of the Notice announcing the start of trading.

3. A declaration by Monte Titoli S.p.A. attesting that the financial instruments to be admitted to listing can be settled via the settlement system on the deposit accounts opened with it.
4. A declaration attesting that the securities are administered by the issuer or the name of the agent engaged to administer the securities on behalf of the issuer.
5. The estimated number of shareholders, as shown by the entries in the register of shareholders, the most recent communications received and other available data.

Where the issuer uses the admission procedure referred to in Article 2.4.3 of the Rules, the results of the offering must be notified, within the time limits referred to in paragraph 1(a) of such article, using the form prepared by Borsa Italiana and shown in Annex 2.

### *3.00 Financial information*

1. A copy of the latest audited financial statements or, in the absence thereof, in the cases referred to in Article 2.2.38, paragraph 1, a balance sheet and income statement for a period of less than one year provided they have been audited by a statutory auditor or a statutory auditing company, authenticated by the legal representative of the SIV or other duly authorised person. Where the interval between the closing date of the financial year and the admission decision is more than nine months, a copy of the half-yearly report must be attached together with the opinion of the statutory auditor or the statutory auditing company. The interval between the closing date of the latest published financial statements and the admission decision may not be more than fifteen months.
2. In the case referred to in Article 2.2.38, paragraph 2, of the Rules, a copy of pro forma statements of the company's profits and losses and assets and liabilities for at least one half year. The report of a statutory auditor or a statutory auditing company containing the results of the checking activity on the reasonableness of the basic assumptions made in preparing the pro forma data, on the correct application of the methods used and on the appropriateness of the accounting policies adopted for the preparation of the documents. The annual financial statements and the accounting reconstructions that provide the basis for the pro forma documents referred to in Article 2.2.38, paragraph 4, of the Rules, together with the report of a statutory auditor or an statutory auditing company.

### *4.00 Sponsor*

1. A declaration as to whether or not the circumstances referred to in Article 2.3.3, paragraph 2, of the Rules exist, using the models prepared by Borsa Italiana in Section IA.2.11 of the Instructions.
2. A declaration pursuant to Article 2.3.4, paragraphs 8 and 9, of the Rules.

#### *5.00 Issuers established under foreign law*

Issuers established under foreign law must also accompany their application with a declaration confirming that:

- the issuer is regularly established and that its articles of incorporation and bylaws conform with the laws and regulations to which it is subject;
- the financial instruments for which application for listing has been made were issued in compliance with the laws, regulations and every other applicable provision and conform with the laws and regulations to which they are subject, including as regards their representation in paper form where applicable;
- exclusively limited for the issuer under foreign law of a non-EU country and that has not securities listed on other regulated markets of other EU countries there are no impediments to the substantial observance by the issuer of the provisions contained in these Rules, in laws or other regulations to which they are subject concerning the information that the issuer of financial instruments admitted to listing must make available to the public, Consob and Borsa Italiana; the declaration is supported by a legal opinion issued by a lawyer licensed to practice in the country in which the issuer has its headquarters;
- there are no impediments of any kind to the exercise of all the rights attaching to the financial instruments for which application for listing has been made by all the holders who are in identical conditions;
- there are no impediments to the substantial observance by the issuer of the provisions referred to in Article 2.2.37 of the Rules; the declaration is supported by a legal opinion issued by a lawyer licensed to practice in the country in which the issuer has its headquarters.

\* \* \*

Borsa Italiana may, for the purposes of its examination and also during the same, request the issuer to provide additional information, clarifications and documentation with respect to that provided for in the preceding points. Borsa Italiana may also agree to the omission of information or documents referred to in the preceding points, where such data or documents can be considered superfluous or are already contained in other documentation submitted.

**Table 7: shares of issuers operating mainly in the real estate rental field, and of SIIQs.**

*1.00 Reference*

Applications for the admission of SIIQs' shares must be accompanied by the documents referred to in Table 1, insofar as they are compatible and in accordance with the provisions of Chapter 13, Title 2.2., Part 2 of the Rules.

*2.00 Business Plan and Organizational Structure*

In addition to the provisions of point 3.08 of Table 1, the business plan to be attached to the application for admission, must set out, for the years to come, exclusively the economic, equity and financial effects of the real estate assets falling within the initial portfolio, that is, those owned by the issuer at the date of the start of trading and/or the assets that are the object of capital contributions, or of purchase agreements conditional upon the start of trading (including those agreements that are completed after listing). The document shall also include, among its strategic intentions, a description of the investment strategies that the company intends to pursue through the utilization of the revenue deriving from listing, and that are in keeping with the aim of risk diversification. In particular, the following must be specified: i) the geographical area (or areas) and the intended use of the assets; ii) any degree of diversification of revenue and operations; iii) any target performance of assets; and iv) policy on indebtedness.

In addition to the above, the application for admission must also be accompanied by the following documents:

1. a report containing a detailed description of the policy for the management of conflicts of interest. More specifically, in order to meet the requirements referred to in Article 2.2.41, paragraph 13, a description shall be provided of the criteria employed to identify the conflicts of interest that could arise as a result of the SIIQ's activity, together with the procedures and organizational measures adopted to manage such conflicts of interest;
2. a brief curriculum vitae of each member of the governing body, of the executive managers and of the employees appointed to identify and formulate investment opportunities, showing their experience and their meeting of requirements regarding professionalism as per Article 2.2.41, paragraph 12.

*3.00 Formula for the calculation of the SIIQs' minimum level of investment*

$$\text{Ratio} = \text{NAV} / (\text{NAV} + \text{CAP. INCREASE}) \geq 0.3$$

- CAP. INCREASE: the maximum revenue from the capital increase to be used for the purpose of the listing, net of proceeds earmarked for the



purchase of the properties subject to purchase agreements conditional upon listing;

- Net Asset Value (NAV): the market value of the assets in the issuer's initial portfolio net of the residual debt on such;
- Initial Portfolio: real estate assets, as defined by Section 1, paragraph 121, of Italian law no. 296/2006 and subsequent amendments and additions, already identified and owned by the company at the date of the start of trading and/or the object of capital contributions and/or of purchase agreements conditional upon the start of trading (including those agreements that are completed after listing).

\*\*\*\*

Borsa Italiana may, for the purposes of its examination and also during the same, request the issuer to provide additional information, clarifications and documentation with respect to that prescribed.

Borsa Italiana may also agree to the omission of information or documents, if such are deemed superfluous, or are already contained in other documentation submitted by the issuer, or should the issuer already have financial instruments admitted to listing in regulated markets in EU or non-EU countries.

## **SECTION IA.1.2**

### **DOCUMENTATION TO BE PRODUCED FOLLOWING SUBMISSION OF AN APPLICATION FOR ADMISSION TO LISTING OF FINANCIAL INSTRUMENTS ISSUED BY PERSONS HAVING OTHER SECURITIES ALREADY LISTED IN BORSA ITALIANA**

#### ***Table 1: Shares***

Following submission of an application for the admission of shares, the following documentation must be produced via Borsa Italiana's electronic service [QUiCK] in conformity with the General Conditions for the supply of the Service, except for the research report prepared by the sponsor for the offering, referred to in point 2.05, second indent, of the Table1, Section IA.1.1 of the Instructions, which must be sent to Borsa Italiana in paper form:

1. The documents specified in Table 1 of Section IA.1.1 of the Instructions in points 1.01, 1.03, 1.04, 1.05, 1.06, 1.07, 1.10, 1.11, 1.12, 1.13, 1.14, 2.00 and 3.08 and, where the application refers to the initial admission of shares, 1.09 and point 4.00<sup>3</sup>.
2. Where the issuer already has shares that are listed, the information referred to in points 1.13, 1.14, 2.05 and 3.08 above may be omitted. However, where the issuer uses the procedure referred to in Articles 2.4.3 and 2.4.4 of the Rules, it must produce the declaration provided for in subparagraphs a) and b) of such articles.
3. Where the issuer uses the admission procedure referred to in Article 2.4.4 of the Rules, it must notify the results of the offering, within the time limits referred to in paragraph 1(a) of such article, specifying the quantity of securities subscribed and the number of subscribers. Where applicable, the quantity of securities taken up by the underwriting syndicate shall be specified.

\* \* \*

Issuers established under foreign law must also produce, following submission of an application, a declaration confirming that:

- the financial instruments for which application for listing has been made were issued in compliance with the laws, regulations and every other applicable provision and conform with the laws and regulations to which they are subject, also as regards their representation in paper form where applicable;
- there are no impediments of any kind to the exercise of all the rights attaching to the financial instruments for which application for listing has been made by all the holders who are in identical conditions.

\* \* \*

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<sup>3</sup> The point 7.00 of the Table 1 of Section IA.1.1 shall apply, insofar as it is compatible

Borsa Italiana may, for the purposes of its examination and also during the same, request the issuer to provide additional information, clarifications and documentation with respect to that prescribed. Borsa Italiana may also agree to the omission of information or documents referred to in the preceding points, where such data or documents can be considered superfluous or are already contained in other documentation submitted by the issuer or where the issuer already has financial instruments admitted to listing on regulated markets of other EU or non-EU countries.

## **Table 2: Certificates representing shares**

Applications for the admission of certificates representing shares must be accompanied by the following documentation:

1. The documentation specified in Table 1 of Section IA.1.1 of the Instructions in point 1.01 relative to the issuer of the shares represented. Where the issuer of the shares represented does not have any other security listed, the documentation specified in points 2.01, 2.02 and 3.00 relative to the issuer must also be sent.
2. The documentation specified in Table 1 of Section IA.1.1 of the Instructions in points 1.00 and 2.00 relative to the issuer of the certificates representing the shares.

\* \* \*

Where the shares represented are governed by foreign law and are not already listed on Borsa Italiana, the issuer of the shares must also accompany the application with a declaration confirming that:

- the issuer is regularly established and that its articles of incorporation and bylaws conform with the laws and regulations to which it is subject;
- the shares represented were issued in compliance with the laws, regulations and every other applicable provision and conform with the laws and regulations to which they are subject, also as regards their representation in paper form where applicable;
- exclusively limited for the issuer under foreign law of a non-EU country and that has not securities listed on other regulated markets of other EU countries there are no impediments to the substantial observance by the issuer of the provisions contained in these Rules, in laws and other regulations to which they are subject concerning the information that issuers of financial instruments admitted to listing must make available to the public, the Consob and Borsa Italiana; the declaration is supported by a legal opinion issued by a lawyer licensed to practice in the country in which the issuer has its headquarters.

Issuers of certificates representing shares established under foreign law must also accompany the application with a declaration confirming that:

- the financial instruments for which application for listing has been made were issued in compliance with the laws, regulations and every other applicable provision and conform with the laws and regulations to which they are subject, also as regards their representation in paper form where applicable;
- there are no impediments of any kind to the exercise of all the rights attaching to the financial instruments for which application for listing has been made by all the holders who are in identical conditions.

\* \* \*

Borsa Italiana may, for the purposes of its examination and also during the same, request the issuer to provide additional information, clarifications and documentation with respect to that prescribed. Borsa Italiana may also agree to the omission of information or documents referred to in the preceding points, where such data or documents can be considered superfluous or are already contained in other documentation submitted by the issuer or where the issuer already has financial instruments admitted to listing on regulated markets of other EU countries.

### **Table 3: Bonds and other debt securities**

#### 3.1 covered bond

Applications for the admission of covered bonds must be accompanied by the documents specified in Table 3.1 of Section IA.1.1 of the Instructions in points 1.02, 1.03, 1.05, 1.07, 2.00, 3.00 and 4.00.

\* \* \*

In the case of covered bonds subject to the law of a foreign country, the application must be accompanied by a declaration by the issuer confirming that:

- the financial instruments for which application for listing has been made were issued in compliance with the laws, regulations and every other applicable provision and conform with the laws and regulations to which they are subject, also as regards their representation in paper form where applicable;
- there are no impediments of any kind to the exercise of all the rights attaching to the financial instruments for which application for listing has been made by all the holders who are in identical conditions.
- the assets and the securities relative to each issue are available to satisfy the rights incorporated in the securities issued and for all intents and purposes constitute a independent pool of assets separated from that of the issuer. Actions may not be brought against a separate pool of assets by creditors other than the holders of the bonds issued; the declaration is supported by a legal opinion issued by a lawyer licensed to practice in the country in which the issuer has its headquarters;
- the bonds issued are subject to provisions of foreign law basically corresponding to Article 7-*bis* of Law 130/1999 or, alternatively, that the bonds issued comply with the criteria laid down in Article 22(4) of Directive 85/611/EEC (as replaced by Article 1 of Directive 2001/108/EC); the declaration is supported by a legal opinion issued by a lawyer licensed to practice in the country in which the issuer has its headquarters.

\* \* \*

Borsa Italiana may, for the purposes of its examination and also during the same, request the issuer to provide additional information, clarifications and documentation with respect to that prescribed. Borsa Italiana may also agree to the omission of information or documents referred to in the preceding points, where such data or documents can be considered superfluous or are already contained in other documentation submitted by the issuer or where the issuer or the guarantor already has financial instruments admitted to listing on regulated markets of other EU countries.

#### 3.2 Bonds issued by local authorities

Applications for the admission of bonds issued by local authorities must be accompanied by the documents specified in Table 3.2 of Section IA.1.1 of the Instructions in points 1.02, 1.03, 1.04, 1.05, 1.06, 2.00.

\* \* \*

Borsa Italiana may, for the purposes of its examination and also during the same, request the issuer to provide additional information, clarifications and documentation with respect to that prescribed. Borsa Italiana may also agree to the omission of information or documents referred to in the preceding points, where such data or documents can be considered superfluous or are already contained in other documentation submitted by the issuer.

### 3.3 Bonds convertible into shares

Applications for the admission of bonds convertible into shares must be accompanied by the following documentation:

1. The documents specified in Table 3.3 of Section IA.1.1 of the Instructions in points 1.01, 1.03, 1.04, 1.06, 1.07, 1.08, 2.00.
2. Where the issuer uses the procedure referred to in Article 2.4.4 of the Rules, it must:
  - send a declaration, signed by the legal representative of the issuer or other duly authorised person, accepting the undertakings referred to in paragraphs 1(a) and 1(b) of such article.
  - notify the results of the offering, within the time limits referred to in paragraph 1(a) of such article, specifying the number of securities subscribed and the number of subscribers. Where applicable, the quantity of securities taken up by the underwriting syndicate shall be specified.

\* \* \*

Issuers established under foreign law must also accompany the application with a declaration confirming that:

- the financial instruments for which application for listing has been made were issued in compliance with the laws, regulations and every other applicable provision and conform with the laws and regulations to which they are subject, also as regards their representation in paper form where applicable;
- there are no impediments of any kind to the exercise of all the rights attaching to the financial instruments for which application for listing has been made by all the holders who are in identical conditions.

\* \* \*

Borsa Italiana may, for the purposes of its examination and also during the same, request the issuer to provide additional information, clarifications and documentation with respect to that prescribed. Borsa Italiana may also agree to the omission of information or documents referred to in the preceding points, where such data or documents can be considered superfluous or are already contained in other

documentation submitted by the issuer or where the issuer or the guarantor already has financial instruments admitted to listing on regulated markets of other EU countries.

### 3.4 Asset-backed securities

Applications for the admission of asset-backed securities must be accompanied by the documents specified in Table 3.4 of Section IA.1.1 of the Instructions in points 1.02, 1.03, 1.05, 1.06, 2.00, 3.00.

\* \* \*

In the case of asset-backed securities subject to the law of a foreign country, the application must be accompanied by a declaration by the issuer confirming that:

- the financial instruments for which application for listing has been made were issued in compliance with the laws, regulations and every other applicable provision and conform with the laws and regulations to which they are subject, also as regards their representation in paper form where applicable;
- there are no impediments of any kind to the exercise of all the rights attaching to the financial instruments for which application for listing has been made by all the holders who are in identical conditions.
- the assets destined for the repayment of the loan have been validly assigned and may not be the subject of actions brought either by creditors of the assignor or by creditors of the assignee; the declaration is supported by a legal opinion issued by a lawyer licensed to practice in the country in which the issuer has its headquarters.

\* \* \*

Borsa Italiana may, for the purposes of its examination and also during the same, request the issuer to provide additional information, clarifications and documentation with respect to that prescribed. Borsa Italiana may also agree to the omission of information or documents referred to in the preceding points, where such data or documents can be considered superfluous or are already contained in other documentation submitted by the issuer or where the issuer or the guarantor already has financial instruments admitted to listing on regulated markets of other EU countries.



#### **Table 4: Warrants**

Applications for the admission of warrants must be accompanied by the following documentation:

1. The documents specified in Table 4 of Section IA.1.1 of the Instructions in points 1.01, 1.03, 1.04, 1.06, 1.07, 2.00.
2. Where the issuer uses the procedure referred to in Article 2.4.4 of the Rules, it must:
  - send a declaration, signed by the legal representative of the issuer or other duly authorised person, accepting the undertakings referred to in paragraphs 1(a) and 1(b) of such article.
  - notify the results of the offering, within the time limits referred to in paragraph 1(a) of such article, specifying the number of securities subscribed and the number of subscribers. Where applicable, the quantity of securities taken up by the underwriting syndicate shall be specified.

\* \* \*

Issuers established under foreign law must also accompany the application with a declaration confirming that:

- the financial instruments for which application for listing has been made were issued in compliance with the laws, regulations and every other applicable provision and conform with the laws and regulations to which they are subject, also as regards their representation in paper form where applicable;
- there are no impediments of any kind to the exercise of all the rights attaching to the financial instruments for which application for listing has been made by all the holders who are in identical conditions.

\* \* \*

Borsa Italiana may, for the purposes of its examination and also during the same, request the issuer to provide additional information, clarifications and documentation with respect to that prescribed. Borsa Italiana may also agree to the omission of information or documents referred to in the preceding points, where such data or documents can be considered superfluous or are already contained in other documentation submitted by the issuer or where the issuer already has financial instruments admitted to listing on regulated markets of other EU countries.

### **SECTION IA.1.3**

#### **DOCUMENTATION TO BE PRODUCED FOLLOWING SUBMITTAL OF AN APPLICATION FOR ADMISSION TO LISTING OF SAVINGS SHARES**

Following submission of an application for the admission of shares, the following documentation must be produced via Borsa Italiana's electronic service [QUiCK] in conformity with the General Conditions for the supply of the Service:

1. The documents specified in Table 1 of Section IA.1.1 of the Instructions in points 1.01, 1.03, 1.04, 2.01, 2.02, 2.03 and 2.04.
2. Where the issuer intends to use the admission procedures referred to in Articles 2.4.3 and 2.4.4 of the Rules, a declaration confirming the acceptance of the undertakings referred to in paragraphs 1(a) and 1(b) of such articles.
3. The total number of shareholders.

Where the issuer uses the admission procedure referred to in Article 2.4.3 of the Rules, it must notify the results of the offering, within the time limits referred to in paragraph 1 of such article, specifying the quantity of securities offered, the number of securities for which acceptances have been received and the number of persons that have taken up the offer, divided between individuals and institutional investors, divided in turn between Italian and foreign investors. Where applicable, the quantity of securities taken up by the underwriting syndicate shall be specified.

Where the issuer uses the admission procedure referred to in Article 2.4.4 of the Rules, it must notify the results of the offering, within the time limits referred to in paragraph 1 of such article, specifying the quantity of securities subscribed and the number of subscribers. Where applicable, the quantity of securities taken up by the underwriting syndicate shall be specified.

## ANNEX 1 - TRACEABILITY OF FINANCIAL FLOWS

[ON HEADED PAPER OF THE ISSUER [AND THE GUARANTOR, IF PRESENT]]

Subject: Traceability of Financial Flows

Dear Sirs,

in order to accomplish the obligations provided by article 3 of Law 13<sup>th</sup> 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 "Issuer [and the Guarantor, if present]"),

DECLARES THAT

- the Issuer [and the Guarantor, if present] could be included in the definition of «awarding station» as provided by article 3, paragraph n. 33, of the legislative decree no. 50 of 18 April 2016 and subsequent amendments 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:  
\_\_\_\_\_;
- all applications for admission to trading of the financial instruments issued by the undersigned Issuer [and the Guarantor, if present] shall be understood, until now, integrated by an indication of the relevant Identification Bidding Code/s (CIG) and, where applicable, the Unique Project Code/s (CUP).

\_\_\_\_\_  
(Place, Date)

\_\_\_\_\_  
(Signature of the legal representative or duly authorized person)

**ANNEX 2 - FORM FOR THE COMMUNICATION OF THE RESULTS OF THE OFFERING**

<b>Total quantity of securities offered</b>	no.	
Of which: overallotment	no.	
<b>Price of securities allotted</b>		
<b>Total quantity of securities allotted</b>	no.	
Of which:		
- the general public	percentage:	
- institutional investors	percentage:	
(i) Italian	percentage:	
(ii) foreign	percentage:	
<b>Number of allottees</b>		
- institutional investors:	no.	
(i) Italian	no.	
(ii) foreign	no.	
- general public (if available)	no.	
<b>For debt securities:</b>		
<b>Number of allottees</b>		
- institutional investors	no.	
- general public	no.	
<b>In the case of over allotment, quantity allotted following exercise of greenshoe option</b>	no.	
<b>Quantity of securities acquired by the underwriters (if any)</b>	no.	
<b>In the case of an offering of shares:</b>	Number of the persons	Number of shares
Persons allotted (if any) under Articles 2.2.2, paragraph 1, letter b, n. 1; 2.2.39, paragraph 1, letter b, n. 1, of the Rules		
Persons allotted more than 3% or, in case of SMEs, 5% of the capital (if any) under Articles 2.2.2, paragraph 1, letter b, n. 2; 2.2.39, paragraph 1, letter b, n. 2, of the Rules specifying to which persons the exemptions as of article 119-bis of the Consob Regulation 11971/99 shall apply.		
Persons allotted more than 3% or, in case of SMEs, 5% of the capital (if any) under Articles 2.2.2, paragraph 1, letter b, n. 3; 2.2.39, paragraph 1, letter b, n. 3, of the Rules		

## **TITLE IA.2**

### **OBLIGATIONS OF ISSUERS AND METHODS OF QUOTING PRICES**

#### **SECTION IA.2.1**

##### **EXTRAORDINARY CORPORATE ACTIONS, COUPON DETACHMENTS, PERIOD AMOUNTS**

#### **Article IA.2.1.1**

##### ***(Coupon detachment dates or payment of periodic amounts)***

1. Borsa Italiana shall establish, within the framework of the market calendar, the dates for the detachment of coupons representative of rights attaching to financial instruments listed on the stock exchange or traded in the MIV market and for the commencement of splits and reverse splits of shares of companies or unit/shares of CIUs. In the calendar:
  - a) for corporate events involving the exercise of rights or splits or reverse splits of shares of companies or unit/shares of AIFs, the reference date shall be the first trading day of each week of the year;
  - b) for the detachment of dividends payable by companies that issue shares making up the FTSE MIB index or underlying derivatives contracts traded in the IDEM market, the reference date shall be the first trading day following the third Friday of each calendar month. This provision may be derogated by Borsa Italiana in exceptional cases, upon receipt of explained request from the issuer and does not apply to derivatives contracts on shares admitted in other European regulated markets.
  - c) for the detachment of dividends payable by companies other than those referred to in subparagraph b) and for the detachment of operating income coupons in respect of units of AIFs, the reference date shall be the first trading day of each week of the year.
  - d) for extraordinary corporate actions entailing the detachment of a right or a split or a reverse split and for the detachment of operating income coupons in respect of units/shares of open-end funds, the reference date shall be the first trading day of each week of the year.
2. Interest on bonds and government securities shall be paid in accordance with the dates established in the relevant provisions of the financial instruments as described in the prospectus, including any annexes, with account also being taken of the settlement calendar of the instrument.
3. Payment of periodic amounts on securitised derivative financial instruments shall be paid in accordance with the dates established in the relevant provisions of the financial instruments as described in the prospectus, including any annexes, and considering the settlement calendar of the instrument.
4. By way of derogation from paragraph 1a), of this article, the detachment of coupons deriving from a division shall take place in accordance with the time limits fixed for the operation to have legal effect and Article IA.2.1.8.

### **Article IA.2.1.2**

#### ***(Disclosure requirements and timing regarding ex-dates and dividend payments)***

1. No later than the date of the meeting of the body that resolves to pay dividends, listed companies shall send Borsa Italiana a notice specifying:
  - a) where the competent body of the company resolves to pay a dividend:
    - the coupon-detachment (ex-date) and the date relevant for the entitlement to the dividend payment under article 83-*terdecies* of Consolidated Law on Finance (record date), the date on which dividend will be paid (payment date);
    - the amount of the dividend per share, with an indication of whether this is gross or net of the taxes withheld as required by law;
    - the coupon number of the dividend;
    - the extraordinary nature of the dividend, where applicable; the term “extraordinary dividend” shall mean any dividend, in cash or in kind, that the company deems to be in addition to the dividend deriving from the distribution of normal annual profits, or not within the scope of normal dividend policy.
  - b) where the competent body of the company resolves not to pay any dividend, the adoption of such resolution.
2. At least one trading day must pass between the date of the meeting of the body that resolves to pay dividends and the ex-date. This is especially necessary where the approval of the proposal to distribute a dividend takes place on a day immediately preceding a detachment date in the calendar, in view of the time needed by Borsa Italiana to transmit the information on the dividend payment to the market.
3. For the same purposes as set out in paragraph 2, where the competent body approves the payment of an interim dividend, at least one trading day must pass between the date of the meeting of the body that approved the payment thereof and the ex-date.

### **Article IA.2.1.3**

#### ***(Dividend payment disclosure requirements regarding ex-dates and dividend payments for companies whose shares are in the FTSE MIB index or are the underlying of derivatives contracts traded on the IDEM market)***

1. Companies whose shares are in the FTSE MIB index or are the underlying of derivatives contracts traded on the IDEM market shall announce, before the end of the month subsequent to the closing date of their financial year:
  - a) the month planned for the dividend detachment, if any, based on the results for the financial year just closed, where this is different from the month in which the previous dividend was detached;
  - b) the intention, if any, to adopt a policy of distributing interim dividends in the

current financial year with an indication of the months in which ex-dates for the interim dividends and the final dividend have been fixed.

This provision does not apply to stock futures on shares admitted in other European regulated markets.

2. The announcement shall be made in a press release issued in the manner provided for in Article 2.7.1, paragraph 1, of the Rules.
3. Where the company is forced to change the information referred to in paragraph 1, it must promptly issue a press release in the manner provided for in Article 2.7.1, paragraph 1, of the Rules indicating the changes with respect to the information previously provided and the reasons therefore.
4. Companies whose shares enter the FTSE MIB index on the occasion of its revision or become the underlying of derivatives contracts, traded on the IDEM market must promptly announce the information referred to in paragraph 1.

#### **Article IA.2.1.4 (Pre-emptive rights)**

On the occasion of cash or mixed share issues where existing shareholders are to receive pre-emptive rights, issuing companies must contact Borsa Italiana immediately upon approval of the transaction by the competent body and, in any case, before fixing the time limits for the exercise of the rights, in order to permit verification of the proposed schedule for the transaction and the resulting calendar for the trading of the pre-emptive rights. Moreover, pursuant to paragraph 3 of Article 2441 of the Civil Code, Borsa Italiana must be notified of the date unexercised rights are to be offered on the Stock Exchange.

#### **Article IA.2.1.5 (Bonus shares, splits and reverse splits )**

1. Issuing companies must observe the dates of the coupon calendar referred to in Article IA.2.1.1 when fixing the date for the start of an issue of bonus shares or of splits and reverse splits of their financial instruments.
2. Issuing companies must contact Borsa Italiana immediately upon approval of the operation by the competent body in order to permit verification of the schedule for the transaction.

#### **Article IA.2.1.6 (Modification of the rights of a class of shares)**

Immediately upon approval by the competent body of a resolution to convert shares of one class into shares of a different class, and in any case before formalising the time limits for implementing the transaction are fixed, issuing companies must contact Borsa Italiana in order to agree, subject to compliance with all legal requirements, the necessary measures, including the cancellation of the shares to be converted where applicable.

**Article IA.2.1.7**  
***(Merger of a company)***

As soon as the competent body approves a resolution to merge a listed company with another company, the company to be absorbed (as well as the surviving company, if listed) must contact Borsa Italiana in order to agree, subject to compliance with all legal requirements, the cancellation of the shares of the absorbed company.

**Article IA.2.1.8**  
***(Demerger of a company)***

As soon as the competent body approves a resolution to demerge a listed company, the latter must contact Borsa Italiana in order to set a timetable, subject to compliance with all legal requirements, for carrying out the operation.

**Article IA.2.1.9**  
***(Admission to listing of financial instruments of newly-issued fungible with those already listed and of newly-issued shares of the same class and with the same features as those already listed, apart from dividend entitlement)***

1. For the admission to listing of newly-issued financial instruments fungible with those already listed or of shares of the same class and with the same features as those already listed, apart from dividend entitlement, the issuer shall inform Borsa Italiana without delay and in any case as soon as the resolution that authorised the issue of the newly-issued financial instruments has been approved by the competent body.
2. With reference to the provision referred to in paragraph 1 the issuer must send Borsa Italiana, in addition to the information referred to in paragraph 1, a declaration concerning the existence or not of the obligation to produce a prospectus under the law in force, specifying, where applicable, the grounds for the exemption under Consob Regulation 11971/1999 on issuers. If there is the obligation to produce a prospectus or to make available an information document, the competent authority for the approval of the prospectus must be indicated, specifying the timing for the publication of prospectus or for making available the information document.  
The issuer shall inform Borsa Italiana of the features and the amount of the newly-issued financial instruments.
3. After receiving the information foreseen in the above paragraphs and having verified, where applicable, that the prospectus has been published, that the information document or the document containing the information considered equivalent by the competent Authority has been made available, Borsa Italiana admits to trading the newly-issued instruments. Borsa Italiana notifies it to the market following the efficacy of the transaction from which the newly-issued financial instruments derive or following the communication pursuant to Article 98 of the Consob Resolution 11971/1999.
4. The information requested pursuant to this article is sent by fax: 02/72004666.



#### **Article IA.2.1.10**

##### ***(Disclosure requirements for extraordinary corporate actions)***

On the occasion of extraordinary corporate actions the issuer shall inform the market, in the manner specified in Articles 2.7.1 of the Rules:

- a. by the third trading day prior to the start of the transaction, of the timetable for the transaction;
- b. by 12:00 on the trading day prior to the start of the transaction, of the authorization by the competent authority to publish the offering prospectus, where provided for and not available within the terms as per letter a).

#### **Article IA.2.1.11**

##### ***(Disclosure requirements for the issuers of open-end funds and financial instruments admitted to trading on the ETFplus market)***

1. If the issuers of financial instruments admitted to trading on the ETFplus market do not disclose regulated information in the manner specified in Chapter I of Title II of Part III of Consob Regulation 11971/1999, they shall be subject to Section IA.2.5 to fulfil the disclosure requirements referred to in Article 2.6.2, paragraphs 1, 3 and 12, of the Rules.

In the same manner they shall inform Borsa Italiana of:

- a) the amount of operating income coupons, their detachment date and the payment date; there must be an interval of at least one trading day between the date of the notification and the first day of trading ex rights;
  - b) the days of the month on which the net asset value (NAV) of the open-end fund or the official value of the securitised derivative financial instruments is not calculated because of a holiday affecting the main market on which the components of the portfolio are listed, or the calculation agent's country of origin; such notification must be made within two trading days of each reference month, or for open-end CIUs other than ETFs in accordance with the time limits communicated on a general basis by Borsa Italiana;
  - c) where provided for by the open-end fund, the level of protection, the level of guarantee and the value of the multiple.
2. On each trading day issuers of ETFs and securitised derivative financial instruments admitted to trading on the ETFplus market shall notify Borsa Italiana in the electronic form it prescribes:
    - a) the last value of the share/unit (NAV) in the case of the ETF or the last official value in the case of securitised derivative financial instruments;
    - b) the number of units/shares or financial instruments outstanding.
  3. Issuers of ETFs and securitised derivative financial instruments admitted to trading on the ETFplus market shall notify Borsa Italiana the information provider or the website, and any possible change that occurs, by means of which are made available to the public and regularly updated the following information:
    - value of the reference index of the structured or index ETF or of the underlying of the securitised derivative financial instruments;
    - where the ETF's provides for a cushion, the latter's value;
    - the value of the open-end fund's iNAV, calculated at least every 60 seconds and expressed in euro.

4. Issuers of open-end CIUs, other than ETFs, listed on the ETFplus market shall send Borsa Italiana:
  - a. the value of the share/unit (NAV);
  - b. the number of units/shares outstanding.

The communication of the information referred to in points a) and b) takes place through the electronic format provided for by Borsa Italiana by 17.00 o'clock of the trading day that follows the day of execution of the contract and excluding the days when the NAV is not calculated, reported by the issuer according to paragraph 1, letter b).

**Article IA.2.1.12**  
***(Requirements for foreign issuers)***

1. The provisions contained in this Section shall also apply, insofar as they are compatible, to issuers established under foreign law.
2. Where there is an impediment to compliance with the timing established in this Section, issuers must contact Borsa Italiana as soon as possible in order to agree the related conditions.
3. Issuers established under foreign law whose shares are included in the FTSE MIB index must contact Borsa Italiana as soon as the competent governing body has approved an operations involving the detachment of coupons representative of rights and share splits and reverse share splits. Where there is an objective impediment to compliance with the provisions established in this Section the issuers must fix the dates for the start of operations involving the detachment of coupons representative of rights and share splits and reverse share splits so that they do not coincide with the third Friday of each calendar month or with one of the three immediately preceding days.
4. In the event of changes to the share capital, issuers established under foreign law whose shares are included in the FTSE MIB index must notify Borsa Italiana of the variation in the amount and composition of the capital. The notification must be made not later than the day following the day on which the change in share capital becomes effective in accordance with the rules and regulations applicable to the issuer.

## **SECTION IA.2.2**

### **PAYMENT OF INTEREST, OF PERIODIC AMOUNTS, EXERCISE AT MATURITY AND REPAYMENT OF LISTED BONDS AND ASSET-BACKED SECURITIES, PERIODIC CONTROLS ON COVERED BOND**

#### **Article IA.2.2.1 (Payment of interest)**

1. Issuers of bonds and ABSs with variable coupons that trade on a clean price basis must give Borsa Italiana notice of the amount of the new coupon at least two trading days before the day it begins to accrue.
2. Issuers of bonds and ABSs with variable coupons that trade on a cum-coupon basis must give Borsa Italiana notice of the amount of the coupon payable at least one trading day before the first day on which the financial instrument is traded ex coupon. The date from which the financial instrument is traded ex coupon shall be announced by Borsa Italiana in a Notice taking into account the provisions of the financial instruments as described in the prospectus, including any annexes, to which the instrument is subject.

#### **Article IA.2.2.2 (Payment of periodic amounts)**

Issuers of securitised derivative financial instruments traded on the SEDEX market that provide for the payment of a periodic amount must promptly inform Borsa Italiana of the amount thereof and in any case at least one trading day before the first day on which the financial instrument is traded ex rights. The date from which the financial instrument is traded ex rights will be announced by Borsa Italiana in a Notice taking into account the provisions of the financial instruments as described in the prospectus, including any annexes, to which it is subject.

#### **Article IA.2.2.3 (Exercise at maturity and settlement amount)**

1. Issuers of securitised derivative financial instruments traded on the SeDeX market, in the cases referred to in Article IC.1.3 of the Instructions, shall promptly inform Borsa Italiana, at the latter's request, of the settlement amount of maturing securitised derivative financial instruments.

#### **Article IA.2.2.4 (Redemption of principal)**

1. Issuers of bonds or asset-backed securities with partial redemption of the principal must notify Borsa Italiana of the new nominal value/minimum denomination of each bond, and the amount outstanding of the bond issue or

the part of the par value of the asset-backed securities still to be redeemed, at least three trading days before the redemption date.

2. Issuers of bonds, ABSs and securitised derivative financial instruments that provide for the possibility of early redemption must notify the planned date as soon as known, and in any case with at least three trading days in advance to that date.
3. With reference only to listed bonds, the issuers of bonds subject to drawing must send the information specified below to Borsa Italiana as soon as the draw date is set, and in any case appropriately in advance of such day:
  - the draw date, with an indication of whether it is the last draw;
  - the number of securities to be drawn;
  - the amount outstanding of the bond issue following the draw.

**Article IA.2.2.5**  
***(Periodic controls on covered bonds)***

1. Issuers of covered bonds referred to in Article 2.2.9, paragraph 1(a), of the Rules must promptly notify Borsa Italiana of failure to comply with any one of the requirements, which shall be verified at least once every six months, as specified in the implementing provisions issued by the Bank of Italy. Borsa Italiana shall announce such a failure in a Notice.

## **SECTION IA.2.3**

### **ARTICLES OF INCORPORATION AND BYLAWS AND SIGNIFICANT AMENDMENTS THERETO AND CHANGES IN SHARE CAPITAL**

#### **Article IA.2.3.1 (Transmission of bylaws)**

1. After the start of trading, Italian issuers of shares shall send Borsa Italiana as soon as possible a copy of their current bylaws, indicating the date of their approval.
2. In the event of subsequent amendments to their bylaws, within five days of their entry in the Company Register issuers shall send Borsa Italiana the complete text of the bylaws showing the amendments made and indicating the date of their approval
3. The documents referred to in the preceding paragraphs shall be sent in the manner specified in Article 2.7.1 of the Rules.

#### **Article IA.2.3.2 (Change of corporate name)**

In order to enable Borsa Italiana to make the necessary technical changes, issuers must promptly notify it of the approval by the competent body of the amendment to the articles of incorporation and bylaws changing the corporate name and of the filing of the resolution with the Company Register pursuant to Article 2436 of the Civil Code.

#### **Article IA.2.3.3 (Change of corporate purpose)**

Issuing companies must promptly notify Borsa Italiana of the filing of the resolution adopted by the competent body concerning the change of corporate purpose with the Company Register pursuant to Article 2436 of the Civil Code.

#### **Article IA.2.3.4 (Changes in share capital)**

For the purposes of the notification referred to in Article 98 of Consob Regulation 11971, Italian issuers must fill in the form shown in Annex 1 to these Instructions.

#### **Article IA.2.3.5 (Issuers established under foreign law)**

The provisions established in Articles IA.2.3.1, IA.2.3.2, IA.2.3.3 of this Section shall also apply to issuers established under foreign law, insofar as they are compatible,

with their laws and other regulations applicable to which they are subject.

Issuers established under a foreign law shall notify as soon as possible every change in the amount or composition of their issued share capital in accordance with the model filing form set out in these Instructions.

## **SECTION IA.2.4**

### **RATING**

#### **Article IA.2.4.1**

##### ***(Definition of public rating)***

Public rating means the creditworthiness:

- a) requested by the issuer and disclosed to the market following Consob regulations, and/either notified by the issuer to persons that are not subject to a duty of confidentiality – regardless or whether such duty is based on law, on regulations, on articles of association or on a contract – or notified by the rating agency to persons different from the issuer itself;
- b) not requested but somehow attained by the issuer, if disclosed by the issuer itself to persons that are not subject to a duty of confidentiality, regardless or whether such duty is based on law, on regulations, on articles of association or on a contract.

## **SECTION IA.2.5**

### **MANNER OF FULFILLING DISCLOSURE REQUIREMENTS**

#### **Article IA.2.5.1**

##### ***(Manner of communication vis-à-vis Borsa Italiana by issuers of financial instruments)***

1. Issuers of securities shall fulfil the communication obligations and in the manners laid down in Article 2.7.1 of the Rules through the SDIR or through their own disclosure service if they disclose information on their own, by means of a processable data flow. In the same manner the issuers shall communicate to Borsa Italiana the other information required for the proper functioning of the market.
2. Where issuers of financial instruments other than issuers of securities do not disclose regulated information in the manner indicated in Chapter I of Title II of Part III of Consob Regulation 11971/1999, they shall fulfil the transmission obligations referred to in the preceding paragraph by fax using one of the following numbers:  
fax nn: 02/8646.4242; 02/7200.4666
3. Notwithstanding from the above provisions, for the SeDeX market, with respect to the technical information for which Borsa Italiana prepared a specific electronic venue, the issuers transmit this information using said venue or, in the case of malfunctioning, by fax using one of the following numbers:  
  
02/8646.4242; 02/7200.4666
4. Following the submission of the application for admission, Borsa Italiana shall give to the issuer of transferrable securities the NDG code, which is transmitted by the issuer to the operators of the chosen systems of distribution and storage of the regulated information. The same code shall be transmitted in case of identification of a new SDIR in place of the SDIR previously chosen.

#### **Article IA.2.5.2**

##### ***(Manner of transmitting documents to Borsa Italiana by issuers of financial instruments)***

1. Issuers of financial instruments shall use the SDIR or their own disclosure service if they disclose information on their own to send the documents intended for the public referred to in the Rules and those that must be filed with Borsa Italiana under Consob Regulation 11971/1999 or other legislative provisions, including as an alternative to other forms of disclosure, by means of a processable data flow. In the event that such flow cannot be used, such documents shall be sent by e-mail in Portable Document Format (PDF) to [infosocietaria.bilanci@borsaitalia.it](mailto:infosocietaria.bilanci@borsaitalia.it) or, if this is not possible, on an electronic medium to the following address:



BORSA ITALIANA S.P.A.  
LISTED COMPANIES SUPERVISION  
Piazza degli Affari, 6  
20123 Milan

2. Notwithstanding the provisions of the previous paragraph, for ETFplus market, in relation to the documents for which Borsa Italiana has prepared a specific electronic transmission venue, Issuers shall transmit these documents using this electronic venue.

**Article IA.2.5.3**

***(Manner of transmitting press releases to Borsa Italiana in the event of operational failures and/or interruption of the information disclosure service)***

In the event of operational failures and/or interruption of the service of the SDIR used by the issuer or the issuer's own disclosure service for the disclosure of regulated information, issuers of financial instruments shall fulfil their disclosure requirements vis-à-vis Borsa Italiana by fax using one of the following numbers:

02/8646.4242;02/7200.4666

**Article IA.2.5.4**

***(Press releases on inside information to be disclosed during trading hours)***

1. Listed issuers must give Borsa Italiana advance notice by telephone of the issue of the press release during trading hours, in order to permit Borsa Italiana to make a more thorough assessment of the possible impact of the disclosure of the information on the regularity of trading.
2. For financial instruments issued by Borsa Italiana, the issuer Borsa Italiana shall give Consob advance notice by telephone of the issue of the press release during trading hours, for the purposes referred to in the previous paragraph.

**Article IA.2.5.5**

***(Press releases in English)***

1. Issuers of shares included in the FTSE MIB index must also prepare the press releases referred to in Articles 114.1, 114.4 and 114.5 of the Consolidated Law in English and send them to Borsa Italiana without delay in the manner provided for in Article 2.7.1 of the Rules.
2. Issuers of shares other than those referred to in the previous paragraph that also disseminate press releases referred to in Articles 114.1, 114.4 and 114.5 of the Consolidated Law in English are required to send them to Borsa Italiana without delay in the manner provided for in Article 2.7.1 of the Rules.

**Article IA.2.5.6**

***(Subsequent changes to the manner of disclosing regulated information)***

1. Issuers of financial instruments shall notify Borsa Italiana without delay the choice of a new SDIR in the event of the replacement of the SDIR previously chosen or of the decision to disclose regulated information on its own.

**Art. IA.2.5.7**

***(Officer Responsible for relations with Borsa Italiana information department)***

The issuer of financial instruments sends to Borsa Italiana the form identifying the officer responsible for relation with Borsa Italiana information department at the moment of submission of the application for listing.

Such information are provided also in the processable format identified by Borsa Italiana if the issuer is subject to the dispositions of article 65-sexies of Consob Regulation 11971 .

The issuer shall update such information in the same processable format when changes on the names sent occur; if the issuer does not disclose the regulated information according to the modalities referred to in provided for by the Chapter I of Title II, Part III of Consob Regulation 11971, the updated names shall be communicated to one of the following fax numbers:

Fax no. 02/8646.4242;                      02/7200.4666

FORM IDENTIFYING THE OFFICER RESPONSIBLE FOR RELATIONS WITH BORSA ITALIANA  
INFORMATION DEPARTMENT

First officer responsible for relations with Borsa Italiana information department

First name: .....  
Family name: .....  
Role in company: .....  
Telephone no.: .....  
Mobile phone no.: .....  
E-mail address: .....

Second officer responsible for relations with Borsa Italiana information department

First name: .....  
Family name: .....  
Role in company: .....  
Telephone no.: .....  
Mobile phone no.: .....  
E-mail address: .....

(place) , (date) .....

**SECTION IA.2.6**  
**MODEL PRICE-SENSITIVE PRESS RELEASES**

**Article IA.2.6.1**  
***(General criteria)***

1. Press releases issued under Article 114 of the Consolidated Law on Finance and Articles 66 and 68 of Consob Regulation 11971/1999 (known as price-sensitive press releases) shall be drawn up in compliance with the manner of presenting information and, where they are of the types considered, the minimum content specified in the following articles.
2. It remains up to issuers to assess on a case-by-case basis the suitability of the minimum content and the manner of presenting information to satisfy the disclosure requirements concerning significant facts contained in the Consolidated Law on Finance and the Consob implementing Regulations.
3. Press releases must be supplemented by any additional information required by law, Consob<sup>1</sup> and other authorities, as well as by the Rules and the Instructions.

**Article IA.2.6.2**  
***(Manner of presenting information in press releases)***

1. Price-sensitive press releases shall consist of:
  - the identification code referred to in Article 65-ter of Consob Regulation 11971/1999;
  - a title;
  - a summary;
  - the text;
  - company contacts.
2. The title shall provide a short objective description of the fact. If the press release refers to more than one significant fact, the title shall mention each one.
3. The summary shall summarise the key aspects of the fact, set out in the form of a table or list, in such a way as to provide a synthesis that is not misleading; it may be omitted if the title of the press release already contains an exhaustive description of the key aspects of the fact.
4. The text shall provide a detailed description of the fact in accordance with a list of contents left to the discretion of the company, provided it ensures the exposition is logically consistent. Where necessary to ensure greater clarity, the text may be organised in sections with subheadings.

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<sup>1</sup> For a comprehensive survey of Consob's interventions in this field, see Communication no. DME/6027054 of 28 March 2006.

5. Company contacts shall consist of the names of the persons and/or the units to contact for information, with the corresponding telephone numbers and e-mail addresses, and, if available, the company's website address.

### **Article IA.2.6.3**

#### ***(Minimum content of press releases concerning the approval of periodic financial reports)***

1. Without prejudice to what is laid down in Consob Communication no. DME/6064291 of 28 July 2006, the provisions of this article shall apply to price-sensitive press releases concerning the approval of periodic financial reports and, insofar as they are compatible, to price-sensitive press releases concerning the disclosure of preliminary data.
2. The summary shall summarise the main economic and financial accounting and possibly non-accounting data provided, suitably compared with the data of the corresponding previous period and, where necessary for a clearer understanding, with an indication of the percentage change.<sup>2</sup> For press releases concerning the approval of the draft annual accounts, the summary shall also indicate any proposed dividend.  
The summary shall show the consolidated data,<sup>3</sup> and indicate in a footnote any material changes in the companies included in the consolidation area and the percentage effect of such changes.
3. The text of the press release, with a clear indication of whether the comment refers to company or consolidated data, must contain at least the following:
  - an indication of the body that approved the data that are the subject of the press release;
  - an indication of the main accounting and non-accounting economic and financial data and any other data useful for the comprehension in summary form of both the most significant income items in relation to the operating result and of the assets and liabilities and the financial statement, suitably commented with regard to the reasons for the material variations compared with the corresponding period of the previous financial year, including the effects of changes in the companies included in the consolidation or in the accounting standards applied or as a consequence of the correction of material errors in earlier financial statements;
  - a breakdown of sales revenue or the value of production<sup>4</sup> by line of business and/or geographical area, where this is necessary for a correct evaluation of the company's situation;
  - an indication of any income components deriving from non-recurring events or transactions that have been recognized in the income statement, if material;

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<sup>2</sup> For football clubs, see also Consob Recommendation no. DEM/2080535 of 9 December 2002.

<sup>3</sup> If the company is not required to prepare consolidated accounts, the company accounts must be reported, drawn up in accordance with the rules established in the Civil Code.

<sup>4</sup> Issuers in the banking, financial and insurance industries must identify comparable aggregates.

- an indication of any variations, if material, of the data approved from preliminary or forecast data previously released to the market, with an explanation of the reasons for such variations. In cases where the company has previously released forecast data for periods subsequent to that covered by the financial report, it must clarify whether such forecasts remain valid; if not, it is necessary to indicate the changes in the forecast data consequent on the approval of the accounting data;
  - material changes in the consolidated<sup>5</sup> net financial position<sup>6</sup> and/or in its composition compared with the most recent figures released to the market, with a detailed description of the reasons for the changes;
  - an indication, when the draft annual accounts are approved, of the proposed allocation of the profit for the year, specifying in particular the amount of any proposed dividend per share for each class of shares, the coupon detachment date, the date relevant for the entitlement to receive the payment of dividends according to article 83-*terdecies* of Consolidated Law on Finance, the expected dividend payment date, and the tax treatment applicable to the amounts to be distributed, only if different from the ordinary treatment;
  - where necessary for the public to be properly informed, a comment on the main data of the company accounts of the listed company, describing any factors that have not already been explained in the section on the consolidated accounts;
  - the relevant events that have occurred since the end of the accounting period and the outlook for operations;
  - an indication, in the case of the approval of interim data, of any cyclical or seasonal factors that influence the business;
  - if the company or its subsidiaries have issued bonds or obtained loans of significant amount and with covenants, in Italy or abroad, an indication of any failure to comply with the parameters and of the possible consequences;
  - if the company or its subsidiaries have debts overdue by 60 days whose amount, also summed with other debts of the group, is significant, an indication of the amount and nature of such debts.
4. Except for issuers in the banking, financial and insurance industries, press releases concerning the approval of the draft annual accounts and condensed half-yearly report by the competent body shall include a list of material issues of bonds made by the company and its subsidiaries maturing in the eighteen months subsequent to the end of the reference period and a list of the material issues of bonds made in the reference period, specifying for each issue the amount outstanding, the maturity and any guarantees provided by the company or its subsidiaries.
5. To supplement this information, the company shall attach the company and consolidated income statement, balance sheet and statement of cash flows<sup>7</sup> provided for by the law in force. Where the report on operations contains

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<sup>5</sup> If the company is not required to prepare consolidated accounts, the company accounts must be reported, drawn up in accordance with the rules established in the Civil Code.

<sup>6</sup> Issuers in the banking, financial and insurance industries must identify comparable aggregates.

<sup>7</sup> Issuers in the banking, financial and insurance industries must identify comparable aggregates.

complete and sufficiently detailed reclassified versions of the income statement, balance sheet and statement of cash flows,<sup>8</sup> the company may attach them instead of the documents specified above. In both cases the data contained in the statements must be compared with those of the previous period, taking care to show the effects of any changes in the accounting standards applied. The press release must specify, in the case of financial statements required by law, that the statutory audit of the data has not been completed and, in the case of reclassified financial statements, that the data are not subject to statutory audit.

6. To supplement the information contained in press releases on the approval of quarterly reports, the company shall attach the income statement and balance sheet if these are included in the quarterly report.
7. Where reference is made in press releases to “alternative performance measures”, account must be taken of the ESMA/2015/1415 guidelines published on 5 October 2015.
8. The following declaration shall be included in the press release “The manager responsible for preparing the company’s financial reports” (first name/family name) declares, pursuant to paragraph 2 of Article 154-*bis* of the Consolidated Law on Finance, that the accounting information contained in this press release corresponds to the document results, books and accounting records”.

#### **Article IA.2.6.4**

##### ***(Minimum content of press releases concerning the approval of the statements of operations and half-yearly reports of listed collective investment undertakings)***

1. The text of the press release must contain at least:
  - an indication of the body that approved the data;
  - the total net asset value of the fund and the per unit net asset value;
  - a comparison with the values of the previous period, indicating the main reasons for the change;
  - the operating result and the main aggregates that contributed to it;
  - the allocation of the operating result and in particular, if it is decided to make distributions of income or partial redemptions, an indication of the coupon detachment date and the expected payment date;
  - the main investments and disinvestments made in the period considered, where appropriate with an indication of those made under Article 12-*bis*, paragraph 4, of Ministerial Decree 228/1999;
  - the amount of liquid assets and an indication of the ways in which the liquidity still available is invested, with an indication of the changes that occurred in the period considered;
  - the amount of loans taken out (and, if different from those of the market, the contractual conditions), with an indication of the use made of the borrowed funds and of the changes that occurred in the period considered;

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<sup>8</sup> Issuers in the banking, financial and insurance industries must identify comparable aggregates.

- the relevant events that have occurred since the end of the reference period.
2. To supplement this information, the collective investment undertaking shall attach the composition of the fund's assets, a summary table showing the assets and liabilities of the fund and the income earned at the reference date if these are included in the statement of operations and half-yearly reports.

#### **Article IA.2.6.5**

##### ***(Minimum content of press releases concerning the opinion of the statutory auditing firm)***

1. This article shall govern the price-sensitive press releases to be issued following the issue by the statutory auditor or the statutory auditing company of a qualified opinion, an adverse opinion or a waiver of opinion on the periodic financial reports.
2. The text of the press release must contain at least:
  - the news that the opinion has been issued by statutory auditor or the statutory auditing company;
  - an integral copy of the report of the statutory auditor or the statutory auditing company.

#### **Article IA.2.6.6**

##### ***(Minimum content of press releases containing forecasts or quantitative objectives)***

1. This article shall govern the price-sensitive press releases to be issued for forecasts or quantitative objectives.
2. The text of the press release must contain at least:
  - a specification to the effect that the forward-looking data are forecasts or strategic objectives established as part of the corporate planning process;
  - a description of the main assumptions underlying the forward-looking data with special reference to growth, exchange rates, conditions in the reference market, with an indication of those that are beyond the company's control;
  - any changes to earlier forward-looking data disclosed to the public by the company.
3. Where reference is made in press releases to "alternative performance measures", account must be taken of the ESMA/2015/1415 guidelines published on 5 October 2015.

#### **Article IA.2.6.7**

##### ***(Minimum content of press releases concerning the resignation or appointment of members of the administrative and supervisory bodies or other persons in key positions)***

1. This article shall govern the price-sensitive press releases concerning the resignation or appointment of members of the administrative and supervisory bodies or other persons in key positions within the company.
2. The text of the press release concerning a resignation must contain:
  - the reasons for the resignation, if available;
  - in the case of members of the administrative body, the role and characteristics of the persons resigning in terms of independence, executive powers and membership of internal committees;
  - the amount of any equity interests held by the persons resigning at the time of resignation, if notified to the company;
3. The text of the press release concerning an appointment must contain:
  - in the case of members of the administrative body, the role and characteristics of the persons appointed in terms of independence, executive powers and membership of internal committees; in the case of an appointment made by the shareholders' meeting, this information will be disclosed at the time it becomes available;
  - an indication of how to obtain the CV of the person appointed, or a summary thereof;
  - the amount of any equity interests held by the person appointed at the time of appointment, if notified to the company.

#### **Article IA.2.6.8**

##### ***(Minimum content of press releases concerning transaction and programmes for the acquisitions/disposals of a company or business)***

1. This article shall govern the content of price-sensitive press releases concerning transactions and programmes for the acquisition or disposal of assets, including those carried out through the contribution of assets with a consequent increase in capital reserved to the contribution.
2. The text of the press release must contain at least the following:
  - a description of the procedures, terms, aims and timing of the operation, with special reference to the value of the transaction and its execution; in the case of acquisitions made with an increase in capital for the purpose of a contribution of assets, the date on which it is intended to convene the shareholders' meeting must be specified or, in the case of powers conferred to the directors under Article 2443 of the Civil Code, the date on which it is intended to convene the administrative body;
  - as regards the value of the transaction, an indication of any contracts for the assumption of debt or the disposal of receivables;



- a description of the company and/or the assets and liabilities that are the subject of the acquisition/disposal, with an indication of the main economic and financial data for at least the latest financial year of the company and/or the assets and liabilities that are the subject of the transaction;
  - an indication, if material, of the manner of financing the acquisition or of the intended use of the proceeds of the disposal;
  - any conditions leading to the suspension or termination of the transaction;
  - any call/put option contracts concluded between the parties, if material, with an indication of the economic clauses and time limits thereof;
  - any lock-up agreement covering shares issued against the contribution of assets;
  - if the company has previously released forecasts or quantitative objectives, it must specify whether the transaction affects the perspective data announced to the market and indicate any changes to such data consequent on the transaction;
  - if the transaction is with a related party, as defined in Article 2, paragraph 1h) of the Consob Regulation 11971/1999, an indication of the other party to the transaction and of any relationship with the company that is the subject of the transaction; the existence of valuations by independent experts; an indication as to whether the conditions referred to in Article 71-*bis* of Consob Regulation 11971/1999 on issuers are met for the purposes of its application; where the press release does not contain the information referred to in Annex 3B of Consob Regulation 11971/1999 on issuers, an indication of when the information document referred to in Article 71-*bis* will presumably be made available.
3. If some of the information requested is not yet available at the time of the press release, it must be disclosed as soon as it becomes available.
4. Where reference is made in press releases to “alternative performance measures”, account must be taken of the ESMA/2015/1415 guidelines published on 5 October 2015.

#### **Article IA.2.6.9**

#### ***(Minimum content of press releases concerning decisions and programmes for increases in capital and/or issues of convertible bonds aimed at raising funds)***<sup>9</sup>

1. The text of press releases concerning decisions and programmes for increases in capital and/or issues of convertible bonds aimed at raising funds must contain at least the following:
- the time limits, procedures and conditions of the operation, the competent body for decisions and the point reached in the decision-making process;
  - the reasons for raising the funds and the intended use thereof, *inter alia* in relation to the operational performance of the company and its group;
  - the period planned for the execution of the operation;

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<sup>9</sup> The intention is to exclude increases in capital with the exclusion of pre-emption rights reserved to the contribution of assets.

- an indication of whether there is an underwriting and/or placement syndicate and, if so, how and when it will intervene;
  - any formal commitments, if known, entered into by significant shareholders or third parties concerning their intention to subscribe for the newly-issued shares and/or convertible bonds, *inter alia* through the purchase of pre-emption rights, with an indication of the amount of the commitment and any conditions to which it is subject;
  - an indication of whether there is any intention to apply for a rating for the bond issue, to be announced to the distribution channels or the public;
  - an indication of whether covenants exist for the bond issue, specifying their main features.
2. If the administrative body convenes the shareholders' meeting for the conferment of the powers referred to in Articles 2443 and 2420-ter of the Civil Code, the press release must specify whether the administrative body intends to exercise the powers immediately, specifying, if known, the amount in respect of which powers are to be exercised.
  3. If some of the information requested is not yet available at the time of the press release, it must be disclosed as soon as it becomes available.

#### **Article IA.2.6.10**

##### ***(Minimum content of press releases concerning the issue of bonds)***

1. This article shall govern the contents of the price-sensitive press releases to be issued concerning the issue of bonds.
2. The text of the press release must indicate:
  - the time limits, procedures and conditions of the operation;
  - the reasons for raising the funds and the intended use thereof, *inter alia* in relation to the operational performance of the company and its group;
  - whether there are any guarantees provided by group companies or third parties;
  - the target categories of the placement of the bonds, *inter alia* in the light of Article 2412, second paragraph, of the Civil Code;
  - whether the issuer intends to apply for the bonds to be listed on a regulated market, specifying the timing of such a listing;
  - whether there is an underwriting and/or placement syndicate and, if so, how and when it will intervene;
  - whether there is any intention to apply for a rating for the bond issue, to be announced to the distribution channels or the public;
  - an indication of whether covenants exist for the bond issue, specifying their main features;
  - any formal commitments, if known, entered into by third parties concerning their intention to subscribe for the newly-issued bonds, specifying the amount of the commitment and any conditions to which it is subject.
3. If some of the information requested is not yet available at the time of the press release, it must be disclosed as soon as it becomes available.

#### **Article IA.2.6.11**

##### ***(Minimum content of press releases concerning transactions involving own shares)***

1. This article shall govern the contents of price-sensitive press releases concerning the resolutions by means of which the administrative body submits proposals to the shareholders' meeting for the purchase and/or disposal of own shares.
2. The text of the press release must indicate at least:
  - the reasons for the request for authorisation to purchase and/or dispose of own shares;
  - the maximum number of own shares that can be purchased, divided by class;
  - the maximum potential outlay on purchases for the operation in question;
  - the period of validity of the authorisation to be granted by the shareholders' meeting;
  - the manner of making the purchase and the minimum and maximum purchase prices;
  - the amount, expressed also as a percentage of the share capital, of own shares held by the company.
3. If some of the information requested is not yet available at the time of the press release, it must be disclosed as soon as it becomes available.

#### **Article IA.2.6.12**

##### ***(Minimum content of press releases concerning transactions and programmes for mergers/split-ups)***

1. This article shall govern the contents of price-sensitive press releases concerning resolutions adopted by the administrative body in relation to a transaction or programme for a merger or split-up.
2. The text of the press release must contain at least:
  - a description of the company that is the subject of the operation;
  - the aims of the operation;
  - a summary description of the procedures, terms and timing of the operation, including at least the stage it has reached (preliminary approval of the exchange ratios or approval of the merger/split-up plan), the exchange ratio, any right of withdrawal for shareholders;
  - the effects, if any, on the composition of the company's shareholders;
  - the specification of whether a lock-up agreement is envisaged covering the shares issued for the purpose of the merger/split-up or the shares already held by the shareholders of the absorbing company;
  - any conditions leading to the suspension or termination of the transaction;
  - an indication of any restructuring or reorganisation plans to be implemented upon completion of the operation;
  - if the transaction is with a related party, as defined in Article 2, paragraph 1h) of the Consob Regulation 11971/1999, an indication of the other party to the

transaction and of any relationship with the company that is the subject of the transaction; the existence of valuations by independent experts; an indication as to whether the conditions referred to in Article 71-*bis* of Consob Regulation 11971/1999 on issuers are met for the purposes of its application; where the press release does not contain the information referred to in Annex 3B of Consob Regulation 11971/1999 on issuers, an indication of when the information document referred to in Article 71-*bis* will presumably be made available.

3. If some of the information requested is not yet available at the time of the press release, it must be disclosed as soon as it becomes available.
4. Where reference is made in press releases to “alternative performance measure”, account must be taken of the ESMA/2015/1415 guidelines published on 5 October 2015.

## **SECTION IA.2.7**

### **DISCLOSURE IN THE CASE OF BUY-BACK PROGRAMMES CARRIED OUT THROUGH PURCHASES AND SALES OF DERIVATIVE INSTRUMENTS TRADED ON IDEM**

#### **Article IA.2.7.1**

##### ***(Disclosures to the public)***

1. Before the start of buy-back programmes carried out through purchases and sales of derivative instruments traded on IDEM pursuant to Article 2.6.7, paragraph 3, of the Rules, the series of instruments that are to be purchased and sold must be disclosed to the public. Not more than 10 series may be disclosed. Subsequent changes to such series must be promptly disclosed to the public.
2. Disclosures referred to in the previous paragraph must be made in the manner specified in Article 2.7.1 of the Rules.

## **SECTION IA.2.8**

### **METHODS OF QUOTING PRICES**

#### **Article IA.2.8.1**

##### ***(Trading of pre-emptive rights)***

In establishing the methods and time limits for the trading of pre-emptive rights, Borsa Italiana shall adopt the following criteria:

- the trading methods for the rights shall be consistent with those for the financial instruments from which they originated;
- depending on the exercise period established by the issuer, trading in the rights shall start on the first trading day of each week of the year;
- trading in the rights shall end on the fourth trading day before the expiration date (if it is a trading day) of the exercise period.

#### **Article IA.2.8.2**

##### ***(Availability of financial instruments deriving from rights offerings)***

Issuers make the financial instruments deriving from rights offerings available from the last day of the offering period.

#### **Article IA.2.8.3**

##### ***(“Ex rights” definition)***

“Ex-rights” shall mean “without rights” (where the right may arise in connection with dividends, pre-emptive rights, bonus shares, share splits, reverse share splits, drawings, redemptions, interest, periodic amount, etc.).

The effect of trading a financial instrument “ex-rights” is that the buyer is not entitled to exercise the related right.

#### **Article IA.2.8.4**

##### ***(Ex-rights quotation)***

1. Borsa Italiana shall specify the date from which a financial instrument is to be traded “ex-rights”, except for the “ex-coupon” quotation for interest accrued on bonds or on government securities or asset-backed securities quoted on a clean price basis.
2. The “ex-rights” quotation of a listed financial instrument shall normally start on one of the coupon detachment dates in the market calendar, except as otherwise provided in Articles IA.2.1.1(2) (3) (4) and Articles IA.2.8.5 and IA.2.8.6 of this Section.

**Article IA.2.8.5**  
***(Ex-draw quotation)***

The “ex-draw” quotation of bonds subject to drawing for premiums or redemptions shall start on the day the drawing takes place (except, of course, for the last drawing).

From the day of the “ex-draw” quotation, Borsa Italiana shall change the amount outstanding of the bond issue.

**Article IA.2.8.6**  
***(Ex-redemption quotation)***

1. The “ex-redemption” quotation of bonds, other than convertibles and asset-backed securities subject to partial repayment shall start on the second day before that on which the partial redemption takes place. For this purpose, the calculation of the days is based the calendar of the settlement currency of the contract and taking into account the open days of the relevant settlement system. If such day is a non-trading day, the ex-redemption trading day is the first following trading day.

From the day of the “ex-redemption” quotation, Borsa Italiana shall change the minimum trading lot, by reducing the previous minimum lot by the amount redeemable, and the amount outstanding of the bond loan or the part of the par value of the asset-backed securities still to be redeemed.

2. The “ex-redemption” quotation of convertible bonds subject to partial redemption shall start on the second open TARGET calendar day before that on which the partial redemption takes place. If such day is a non-trading day, the ex-redemption trading day is the first following trading day.

From the day of the “ex-redemption” quotation, Borsa Italiana shall change the minimum trading lot, by reducing the previous minimum lot according to the amount redeemable, and the amount outstanding of the bond issue.

**Article IA.2.8.7**  
***(“Percentage” and “unit value” quotations)***

Government securities, bonds and asset-backed securities shall be quoted on a percentage basis, the par value of the instrument being conventionally set equal to 100.

Whatever the par value of government securities, bonds and asset-backed securities, market prices shall be quoted in relation to the conventional par value of 100 and expressed as a percentage thereof.

Shares of all classes, (ordinary, preference, savings) and unit/shares of CIUs shall be quoted by unit price, regardless of their par value.

Warrants, securitised derivative financial instruments and rights (pre-emptive rights, bonus shares, etc.) shall be quoted by unit price.

**Article IA.2.8.8**  
**(“Clean” or “ex-coupon” and “cum-coupon” quotations)**

Except as otherwise specified by Borsa Italiana in the relevant admission notice, prices for government securities, bonds and asset-backed securities shall be “clean”, i.e. “ex-coupon”. This means that the amount of interest accrued is added to the price expressed in percentage terms, up to and including the settlement day.

The most common exceptions to the above instruments concern bonds and asset-backed securities carrying a coupon, multi-year or otherwise, whose amount can be quantified only at maturity and bonds for which the principal to be repaid can be determined only at maturity. Such bonds are quoted “cum coupon” by including the amount of interest accrued in the price.

For all other listed financial instruments, market prices shall be understood to be “cum coupon”, i.e. inclusive of rights and entitlements (dividends accrued but not yet payable, pre-emptive rights and rights to bonus shares, etc.) up to the day before that of the “ex-rights” quotation of the financial instruments.



## **SECTION IA.2.9**

### **DELISTING OF FINANCIAL INSTRUMENTS WITH A LIMITED LIFE**

#### **Article IA.2.9.1**

##### ***(Cancellation of separate share quotation lines)***

Borsa Italiana shall cancel a separate share quotation line upon receipt from the issuing company of an announcement confirming the approval of the annual accounts.

More specifically, the cancellation date shall be either:

- the ex-dividend date or
- the first trading following the approval of the annual accounts no dividend is declared.

The cancellation in accordance with this article of a separate quotation line for shares issued by Borsa Italiana shall be performed by Consob.

#### **Article IA.2.9.2**

##### ***(Bonds other than convertibles and those subject to drawing for repayment)***

Asset-backed securities and bonds other than convertibles and those subject to drawing for repayment shall be delisted by Borsa Italiana on the second day before that set for repayment (early or otherwise) of the issue. For this purpose, the calculation of the days is based the calendar of the settlement currency of the contract and taking into account the open days of the relevant settlement system. If such day is a non-trading day, the delisting day is the first following trading day.

The drawing in accordance with this article of financial instruments issued by Borsa Italiana shall be performed by Consob.

#### **Article IA.2.9.3**

##### ***(Bonds subject to drawing)***

Bonds subject to drawing shall be delisted by Borsa Italiana on the date of the last draw, early or otherwise.

#### **Article IA.2.9.4**

##### ***(Convertible bonds)***

1. Borsa Italiana shall normally delist convertible bonds on the first open TARGET calendar day before the last trading day on which they may be converted, early or otherwise. If such day is a non-trading day, the delisting day is the first following trading day.
2. In the case of convertible bonds whose conversion period ends well in advance of their maturity, Borsa Italiana shall delist them from the electronic share market

(MTA) or MIV market on the last day on which the conversion rights may be exercised, and list them on the electronic bond market (MOT) on the next trading day.

3. The delisting in accordance with this article of financial instruments issued by Borsa Italiana shall be performed by Consob.

#### **Article IA.2.9.5 (Government securities)**

Borsa Italiana shall delist government securities on the second day before their repayment date. For this purpose, the calculation of the days is based on the calendar of the settlement currency of the contract and taking into account the open days of the relevant settlement system. If such day is a non-trading day, the delisting day is the first following trading day.

#### **Article IA.2.9.6 (Warrants and securitised derivative financial instruments)**

1. Borsa Italiana shall delist warrants on the second open TARGET calendar day before the last day on which they may be exercised, early or otherwise. If such day is a non-trading day, the delisting day is the first following trading day.
2. Borsa Italiana shall delist securitised derivative financial instruments the second day prior to the maturity date of the securities themselves, taking into account of the opening days of the settlement system involved. If such day is a non-trading day, the delisting day is the first following trading day.
3. Borsa Italiana shall delist securitised derivative financial instruments, for which the settlement amount at maturity is observed in advance before the maturity day of the financial instrument, on the prescribed trading day for the observation of the price of underlying asset.
4. Borsa Italiana, taking into account the characteristics of the financial instrument contained in the prospectus, including any annexes, and of the time remaining to maturity, may keep securitised derivative financial instruments referred to in paragraph 2 listed and promptly announce the decision in a Notice.
5. The delisting in accordance with this article of warrants issued by Borsa Italiana shall be performed by Consob.

#### **Article IA.2.9.7 (AIFs)**

1. In case of expiry of the duration of a AIFs, Borsa Italiana shall delist the fund's units, normally on the second open TARGET calendar day before the expiry of the fund. If such day is a non-trading day, the delisting day is the first following trading day.

2. By way of derogation from paragraph 1, if it is necessary for the protection of the interest of investors, also taking into account the fund rules, Borsa Italiana may delist the fund's units upon completion of the liquidation.

## SECTION IA.2.10

### PROVISIONS CONCERNING STAR ISSUERS

#### Article IA.2.10.1

##### *(Request for Star status)*

1. To obtain Star status, issuers shall send Borsa Italiana a request signed by their legal representative, which must be accompanied by the following documentation:
  - a declaration as to whether or not the circumstances referred to in Article 2.2.3, paragraph 3 (f), of the Rules exist;
  - a declaration by the issuer that it is not subject to bankruptcy proceedings and does not have subsidiaries subject to bankruptcy proceedings above the threshold established in the Instructions;
  - a declaration by the issuer that it is not in any of the situations referred to in Article 2446 and Article 2447 of the Civil Code;
  - an indication of any shareholdings owned by the issuer in companies listed on a regulated market and included among its financial fixed assets as shown by the latest solo or, where applicable, consolidated annual or half-yearly report approved by the board of directors;
  - a declaration by the issuer that it has verified the possibility, taking account of the type of sector in which the issuer operates, of fulfilling the obligations referred to in Article 2.2.3, paragraph 3(a), of the Rules;
  - a description of the organisational structure of the company, with an indication of the roles of the main managers and their operational and economic powers and a description of the system of delegated powers;
  - in the case referred to in Article 2.2.3, paragraph 6, a copy of the resolution adopted by the board of directors;
  - curriculum vitae of the company's investor relator;
  - a declaration by the issuer that a significant part of the remuneration of the executive directors, general managers and the other managers with strategic responsibilities is linked, inter alia by means of share-based remuneration plans or profit sharing, to the economic results achieved by the issuer and/or to the achievement of objectives that are not exclusively short term laid down in advance; for newly-listed companies, in lieu of the above-mentioned declaration, a declaration by the issuer that the competent body has approved the guidelines for incentive mechanisms – indicating at least the categories of beneficiaries and the procedures and time limits for incentives – and set a time limit of not more than 3 months from the date of the start of trading for the adoption of such mechanisms;
  - a declaration by the issuer that the remuneration of the non-executive directors is in relation to the demands made on them individually and that such remuneration is not – except for a non-material part – linked to the issuer's economic results;

- where provision is made for incentive plans, the declarations referred to in the two previous paragraphs must contain:
  - the details of the resolution adopted by the shareholders' meeting approving the of share-based remuneration plan and the details of the resolution adopted by the board of directors establishing the rules of the plan;
  - the names of the directors, general managers and the other managers with strategic responsibilities of the company to whom the plan applies;
  - the modalities and conditions of the plan, specifying, where applicable, the types of performance objectives set for the directors, general managers and the other managers with strategic responsibilities;

Where the company has disclosed the information regarding the plan pursuant to article 84-bis of Consob Regulation 11971/1999, in place of the documentation specified above, it must attach a copy of the document published.

Where no share-based remuneration plan is provided for, the declaration must contain a short description of the individual and/or corporate objectives set for the directors, general managers and the other managers with strategic responsibilities with an indication of the average percentage of their remuneration linked thereto.

- a declaration by the issuer attesting the adoption of the organisational, operational and control models provided for in Article 6 of Legislative Decree 231/2001 with an indication of the date of adoption and a description of the composition of the supervisory body or an indication of the equivalent body;
  - a declaration by the issuer that the contract between the issuer and the specialist complies with the provisions of Article IA.4.4.2 of the Instructions concerning the termination of the relationship;
  - a declaration by the issuer that the specialist does not belong to the group to which the issuer belongs or which is headed by the issuer;
  - the address of the company's website.
2. The report on corporate governance shall be supplemented with the information referred to in Article 2.2.3, paragraphs 3(l), 3(m), 3(n) and 3(o), of the Rules.
  3. The issuer shall notify Borsa Italiana without delay of every change in the subject matter of the documentation supplementing this application.
  4. If the issuer requests Star status at the same time as it submits its application for admission, the documentation referred to above must be produced electronically.

#### **Article IA.2.10.2**

#### ***(Documentation for verifying fulfilment of the requirements for maintaining Star status)***

1. Issuers shall send Borsa Italiana, in the manner agreed, the information needed to verify fulfilment of the obligations referred to in Article 2.2.3, paragraph 3, of

the Rules, in accordance with the periodicity established in Article IA.4.2.3, paragraph 4.

2. Without prejudice to the previous paragraph, issuers shall send Borsa Italiana, in the manner agreed and in accordance with the periodicity established in Article IA.4.2.3, paragraph 4:
  - a declaration attesting the adoption of the organisational, operational and control models provided for in Article 6 of Legislative Decree 231/2001.

### **Article IA.2.10.3** **(Threshold for the relevance of subsidiaries)**

For the purpose of calculating the threshold referred to in Article 2.2.3, paragraph 3 (g) of the Rules, consideration shall be given to the sum of the subsidiaries as defined in Article 2359 of the Civil Code subject to bankruptcy proceedings for which at least one of the following parameters is equal to or more than 25%:

- the ratio of the sum of the subsidiaries' sales revenues to the issuer's total sales revenues (obtained from the consolidated financial statements);
- the ratio of the sum of the subsidiaries' assets to the issuer's total assets (obtained from the consolidated financial statements and corresponding to the sum of shareholders' equity, net financial position and severance pay provision);
- the ratio of the sum of the subsidiaries' gross operating results, calculated in the manner indicated in Article IA.2.10.4, to the issuer's gross operating result (obtained from the consolidated financial statements);

### **Article IA.2.10.4** **(Manner of calculating gross operating results)**

Taking into account the minimum content of the Income Statement provided for in paragraph 81 of Commission Regulation (EC) no. 2238/2004 of 29/12/2004, the gross operating result shall be calculated as follows:

- Profit or loss
- +/- tax expense
- +/- negative and positive income components deriving from non-recurring events or transactions or from transactions or facts that do not recur frequently in the normal course of business, as defined in point of Consob Resolution no. 15519 of 27 July 2006
- +/- share of the profit or loss of associates and joint ventures accounted for using the equity method
- +/- finance costs [*to be considered as the result arising from financial operations*]
- + tangible assets depreciation
- + intangible assets amortisation
- + impairment loss on tangible assets, intangible assets and financial assets or on cash-generating units [*the item 'financial assets' is referred only to subsidiaries, associates and joint ventures (IAS 36)*]

- revaluations (or reversal of impairment loss) on tangible assets, intangible assets and financial assets or on cash-generating units [*the item 'financial assets' is referred only to subsidiaries, associates and joint ventures (IAS 36); this item has to be considered only if the impairment loss on the same asset was previously recognised in the income statement (IAS 36)*]

#### **Article IA.2.10.5**

##### ***(Requirements for already listed issuers applying for Star status)***

In accordance with Article 2.2.3, paragraph 5, of the Rules, the consolidated result from recurrent activities in the last audited annual accounts or condensed half-yearly report must be positive. In the event of extraordinary corporate actions, consideration shall be given to the result from recurrent activities shown in the pro forma data prepared for the publication of the information document provided for in Consob Regulation 11971/1999.

The result from recurrent activities shall mean the result before tax gross of negative and positive income components deriving from non-recurring events or transactions or from transactions or facts that do not recur frequently in the normal course of business, as defined in point of Consob Resolution no. 15519 of 27 July 2006.

#### **Article IA.2.10.6**

##### ***(Independence of directors)***

1. The number of independent directors referred to in Article 2.2.3, paragraph 3 (l), of the Rules shall be considered adequate when there are:
  - at least 2 independent director for boards with up to 8 members;
  - at least 3 independent directors for boards with between 9 and 14 members;
  - at least 4 independent directors for boards with more than 14 members.

#### **Article IA.2.10.7**

##### ***(Press releases in English)***

Without prejudice to Article 2.2.3, paragraph 3(e), of the Rules, issuers shall send the press releases referred to in Articles 114.1, 114.4 and 114.5 of the Consolidated Law translated into English to Borsa Italiana in the manner provided for in Article 2.7.1 of the Rules, at the same time as they send the corresponding press releases in Italian, unless there are good grounds for a lag.

#### **Article IA.2.10.8**

##### ***(Additional information to be posted on the issuer's website)***

Without prejudice to Article 2.2.3, paragraph 3(e), of the Rules, issuers shall also post documentation distributed in meetings with professional investors on their websites at the end of such meetings.

**Article IA.2.10.9**

***(Procedure for voluntary renouncement of Star status)***

At the request of an issuer under Article 2.5.8 of the Rules, within 5 trading days of the submission of the request, in a Notice Borsa Italiana shall decide on the company's loss of Star status and its transfer to the MTA market. At least 30 days shall elapse from the date the Notice is issued to the issuer's actual exclusion from the Star segment.



## **SECTION IA.2.11**

### **INDEPENDENCE REQUIREMENTS FOR SPONSORS**

#### **Article IA.2.11.1**

##### ***(Independence requirements for sponsors)***

1. Pursuant to Article 2.3.3, paragraph 4, of the Rules, the sponsor may not be appointed where one of the following circumstances occurs:
  - a) except in the case referred to in paragraph 3, the sponsor's Group holds an interest in the issuer's Group of more than 10% of the share capital;
  - b) the issuer's Group holds an interest in the sponsor's Group of more than 10% of the share capital.
2. Exclusively for the purpose of calculating the percentage referred to in paragraph 1(a), account shall also be taken of the rights of pledge or usufruct on the issuer's shares held by the sponsor's Group if the latter holds the related voting rights.
3. In the case referred to in paragraph 1(a), the limit of 10% may be exceeded up to a maximum of 30% if at the date of submission of the application the sponsor or the company of the sponsor's group has undertaken not to sell, offer, pledge or, in general, effect transactions involving an interest in the issuer's Group that exceeds the limit referred to in paragraph 1(a). The undertaking lapse one year after the date of the start of trading.
4. Without prejudice to paragraphs 1, 2 and 3, if the issuer intends to use the procedure for admission in connection with an increase in capital, the sponsor may not be appointed if the ratio between the net financial position and the gross operating profit (both as reported in the latest consolidated annual financial statements subjected to statutory audit) is greater than 2.5 and at least one of the following conditions is satisfied:
  - a) the credit positions between the sponsor's group and the issuer (together with the group it heads) exceed 33% of the issuer's consolidated gross debt (as reported in the latest financial statements subjected to statutory audit);
  - b) the credit positions between the sponsor's Group and the group the issuer belongs to exceed 33% of the consolidated gross debt of the group the issuer belongs to (as reported in the latest financial statements subjected to statutory audit) and at least one of the following parameters exceeds 33%:
    - the ratio of the consolidated sales revenue of the issuer to the consolidated sales revenue of the group the issuer belongs to (both as reported in the latest audited income statement);
    - the ratio of the consolidated gross operating profit of the issuer to the consolidated gross operating profit of the group the issuer belongs to (both calculated on the basis of the latest audited income statement);
    - the ratio of the total consolidated assets of the issuer to the total consolidated assets of the group the issuer belongs to (both calculated on the basis of the latest audited balance sheet).

5. In the case referred to in Article 2.3.3, paragraph 5, if the issuer intends to use the procedure for admission accompanied by an offer for sale, the sponsor may not be appointed if there are one or more selling shareholders who directly and indirectly hold an interest of more than 30% and at least one of the following conditions is satisfied:
  - a) the sponsor's Group holds an interest in the selling shareholder's group equal to more than 30% of the share capital;
  - b) the ratio between the net financial position and the gross operating profit of the selling shareholder (both as reported in the latest consolidated annual financial statements subjected to statutory audit) is greater than 2.5 and the credit positions between the sponsor's Group and the selling shareholder exceed 33% of the latter's consolidated gross debt (as reported in the latest audited financial statements).
6. Where, between the closing date of the last audited accounting statement and the date of the submission of the application, substantial changes have occurred between the sponsor's Group and the issuer's Group, or between the sponsor's Group and the selling shareholder, such as they imply the exceeding the limits referred to in the paragraphs 4 and 5, the information relating these changes must be produced at the date of the submission of the application.

\* \* \*

**MODEL DECLARATION BY THE SPONSOR PURSUANT TO ARTICLE 2.3.3, PARAGRAPH 2, OF THE RULES OF THE MARKETS ORGANISED AND MANAGED BY BORSA ITALIANA S.P.A. AND ARTICLE IA.2.11 OF THE INSTRUCTIONS**

[name of the sponsor], in the duly authorised person of ...

**WHEREAS**

- pursuant to Articles 2.4.1 and 2.4.3 of the Rules of the markets organised and managed by Borsa Italiana S.p.A. (hereinafter “Borsa Italiana”), ... [name of the issuer] has sent Borsa Italiana an application for admission to listing [specify the market and type of financial instrument];
- on ... [date] the issuer appointed ... [name of the sponsor] to act as sponsor for the performance of the functions referred to in Article 2.3.4 of the Rules;

**IN CONSIDERATION OF THE PREMISES**

... [name of the sponsor], in its capacity as sponsor, on behalf and for the account of the group to which it belongs pursuant to and for the purposes of Article 2.3.3, paragraphs 2 and 4, of the Rules, issues the following declarations:

**SECTION 1**

**(Equity interests and shares held through pledges or usufruct contracts in accordance with Article IA.2.11.1 – fill in the relevant parts)**

- at the date of submission of the application for admission the percentage holding of the sponsor’s Group in the capital of the issuer’s Group, including rights of pledge or usufruct on the issuer’s shares, was equal to ... %

**TABLE 1**

Sponsor’s group	Companies of the issuer’s group	no. of shares	Ownership, Pledge, Usufruct	% of the share capital	Remarks
Company A					
Company B					
...					
Company n					

**SECTION 2**

**(Credit positions between the sponsor’s group and the issuer’s group in accordance with Article IA.2.11.1, paragraph 4 – fill in the relevant parts)**

- the issuer’s consolidated net financial position and consolidated gross operating profit (calculated according to Article IA.2.11.1 of the Instructions) are equal to respectively € .... and € ....., so that the ratio between them is equal to ....%

[ if the ratio between the issuer's consolidated net financial position and consolidated gross operating profit is less than 2.5 it is not necessary for the sponsor to provide additional information on its credit positions between the sponsor's Group and the issuer's Group ]

- the consolidated gross debt of the issuer and the issuer's Group (calculated according to Article IA.2.11.1 of the Instructions) are equal to respectively € .... and € .... and at the date of transmission of the application for admission there were the following credit positions between the sponsor's Group and the issuer's Group:

**TABLE 2**

	Amount used	Lender	Beneficiary	Maturity	Interest rate	% of gross debt	Remarks
Claims of the sponsor on the issuer and the group headed by the issuer (issuer: the parent company)						on consolidated	
Claims of the sponsor's group on the issuer and the group headed by the issuer (issuer: the parent company)						consolidated on consolidated	
Claims of the sponsor on the issuer's group (issuer: not the parent company)						on consolidated	
Claims of the sponsor's group on the issuer's group (issuer: not the parent company)						consolidated on consolidated	

- the credit positions between the sponsor's Group and the issuer (together with the group headed by the issuer) amount to € ... and the issuer's consolidated gross debt (calculated according to Article IA.2.11.1 of the Instructions) amounts to € ..., so that the ratio between them is equal to ....%;
- the credit positions between the sponsor's Group and the issuer's Group amount to € ... and the consolidated gross debt of the issuer's Group (calculated according to Article IA.2.11.1 of the Instructions) amounts to € ..., so that the ratio between them is equal to ....%;
- the consolidated sales revenue of the issuer and the consolidated sales revenue of the issuer's Group (both as reported in the latest audited income statement) are equal to respectively € ... and € ..., so that the ratio between them is equal to ....%;
- the consolidated gross operating profit of the issuer and the consolidated gross operating profit of the issuer's Group (both calculated on the basis of the latest

audited income statement) are equal to respectively € ... and € ..., so that the ratio between them is equal to ....%;

- the total consolidated assets of the issuer and the total consolidated assets of the issuer's Group (both calculated on the basis of the latest audited balance sheet) are equal to respectively € ... and € ..., so that the ratio between them is equal to ....%.

### SECTION 3

(Credit positions between the sponsor's group and persons with significant holdings in the issuer pursuant to Article 2.3.3, paragraph 2(c) – fill in the relevant parts)

- at the date of submission of the application, there were the following equity interests and credit positions between the sponsor's group and persons with significant direct and indirect holdings in the issuer:

### TABLE 3

List of the holdings of the sponsor's group in the group of the selling shareholder:

Sponsor's group	Companies	no. of shares	% of share capital	Remarks
Company A				
Company B				
...				
Company n				

### TABLE 4

The ratio between the consolidated net financial position and consolidated gross operating profit of the shareholder seller is equal to \_\_\_\_\_

[ if the ratio between the shareholder seller's consolidated net financial position and consolidated gross operating profit is less than 2.5 it is not necessary for the sponsor to provide additional information on its credit positions between the sponsor's Group and the shareholder seller ]

							Type of	
--	--	--	--	--	--	--	---------	--

	Amount used	Lender	Beneficiary	Maturity	Interest rate	% of beneficiary's gross debt	relationship between the beneficiary and the issuer or a person with a significant holding in the issuer	Remarks
1 <sup>st</sup> claim								
2 <sup>nd</sup> claim								
...								
n <sup>th</sup> claim.								

*(place and date)*

---

*(Signature of the legal representative or other duly authorised person)*

**SECTION IA.2.12  
REVERSE MERGER**

**Article IA.2.12.1**

***(Reverse merger and increase in capital by means of contribution in kind of assets whose value is significantly greater than the balance sheet assets of the issuer)***

With reference to the provisions contained in Article 2.10.2 of the Rules, the sponsor submits to Borsa Italiana the attached form

**Annex**

Data concerning the Sponsor

- Company name
- Registered office
- Address of the offices performing the activity of sponsor
- Tel.
- Fax
- Type of intermediary:
  - bank
  - investment firm
- the Sponsor 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.

In signing this form, the Sponsor undertakes to observe the provisions of the Rules and the Instructions, and, in particular, the provisions of Title 2.3 concerning the activity of sponsors, which it declares it knows and accepts, and to observe subsequent amendments to the Rules and the Instructions.

*(place and date)*

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*(Signature of the legal representative or other duly authorised person)*

The Sponsor specifically approves, pursuant to Articles 1341 and 1342 of the Civil Code, the following Articles of the Rules: 2.3.1 (Appointment of sponsors), 2.3.2 (Intermediaries eligible to act as sponsors), 2.3.3 (Relationships between sponsors and issuers), 2.3.4 (Role of the sponsor in the case of admission of financial instruments), 2.3.9 (Measure against sponsors), 2.3.10 (Procedure for verifying violations), 2.3.11 (Challenging of measure), 2.3.12 (Disclosure to the public measures), 2.4.1 (Applications for admission to listing), 7.1 (Jurisdiction), 7.2 (Disputes submitted to the courts), 7.3 (Other disputes), 7.4 (Appeals Board) and 7.5 (Board of Arbitration).

---

*(Signature of the legal representative or other duly authorised person)*

**SECTION IA.2.13**  
**APPLICATION FOR DELISTING**

**Article I.A.2.13.1**  
***(Delisting upon request from the MOT, SEDEX and ETFplus markets)***

1. In the case of delisting upon request from the MOT market referred to in Article 2.5.4, paragraph 1, of the Rules, as in the case of delisting upon request from the ETFplus market referred to in Article 2.5.10 of the Rules, issuers shall file Form 1.
2. In the case of delisting upon request as a consequence of the issuer possessing all its financial instruments, the issuer shall file Form 4, pursuant respectively to Article 2.5.4, paragraph 2, of the Rules, for the MOT market and Article 2.5.5 of the Rules, for the SEDEX market.



**SECTION IA.2.14  
ADMISSION TO THE MTA MARKET OF THE SHARES OF THE INVESTMENT COMPANIES  
REFERRED TO IN TITLE 2.8 OF THE RULES**

**Article IA.2.14.1  
(Admission to the MTA market of the share of the Investment Companies  
referred to in Title 2.8 of the Rules)**

**MODEL APPLICATION FORM FOR SHARES OF THE INVESTMENT COMPANIES REFERRED TO  
IN TITLE 2.8 OF THE RULES**

Section 1 – Issuer

(Company name and legal form) ..... (hereinafter the Company or the issuer), with registered office in ..... (city), ..... (address), tax code ....., VAT no. .... in the person of ..... (legal representative or other duly authorised person)

WHEREAS

- The Company falls within the scope of the regime for the Investment Companies subject to the previous regulatory regimes referred to in Title 2.8 of the Rules;
- The Company on .....(date), in resolution no. .... appointed.....to collaborate as sponsor in the present admission procedure, granting it the broadest powers pursuant to and for the purposes of Title 2.3. of the Rules until .... (date).

APPLIES

In accordance with Article 2.2.2, paragraph 7 of the Rules for the admission to trading of its financial instruments on the MTA market .

To this end,

DECLARES

- that ..... (competent body) of the Company has approved the memorandum on the management control system which shows that that system allows managers to have regular, timely and sufficiently exhaustive framework of the economic and financial situation of the issuers; and
- that the Company, following the admission of its financial instruments on the MTA Market, will comply with the requirements of Article 2.2.1 of the Rules.

Attaches the following documentation, which shall be an integral part of the application:

- declarations of the sponsor pursuant to Article 2.3.4, paragraph 13;

*(place and date)*

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*(Signature of the legal representative or other duly authorised person)*

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## Section 2

### Sponsor form

- Company name
- Registered address
- Address of the Sponsor's business offices
- Tel.
- Fax
- Category:
  - bank
  - investment company.
  
- The Sponsor also declares that it has examined, on Borsa Italiana's website, the Information provided pursuant to Section 13 of Legislative Decree 196/2003.

By signing this form, the Sponsor undertakes to comply with the provisions of the Rules and the Instructions, and specifically with the provisions of Title 2.3 regarding the regulation of the Sponsor's activity, and it declares that it knows and accepts, and shall comply with, any subsequent amendments and additions to the Rules and the Instructions.

*(place, date)*

---

*(Signature of the legal representative or other duly authorised person)*

The Sponsor specifically approves, pursuant to Articles 1341 and 1342 of the Italian Civil Code, the following Articles of the Rules: 2.3.1 (Appointment of sponsors), 2.3.2 (Person eligible to act as sponsors), 2.3.3 (Relations between sponsors and

issuers), 2.3.4 (Role of the sponsor in the case of admission of financial instruments), 2.3.9 (Measures against sponsors), 2.3.10 (Procedure for verifying violations), 2.3.11 (Review of measures), 2.3.12 (Disclosure to the public of measures), 7.1 (Jurisdiction), 7.2 (Disputes submitted to the courts), 7.3 (Other disputes), 7.4 (Appeals Board) and 7.5 (Board of Arbitration).

---

*(Signature of the legal representative or other duly authorised person)*

## Model form for the notification of changes in share capital

### Notice of change in share capital

We hereby notify the new composition of the fully paid-up share capital following .....<sup>1</sup> on .....(date).

**TABLE 1**

	<i>Current share capital</i>			<i>Previous share capital</i>		
	<i>Euro</i>	<i>No. of shares</i>	<i>Unit Value</i>	<i>Euro</i>	<i>No. of shares</i>	<i>Unit value</i>
Total						
of which :						
ordinary shares (regular entitlement: <i>[date]</i> ) current coupon number						
ordinary shares (deferred entitlement: <i>[date]</i> ) current coupon number						
preference shares (regular entitlement: <i>[date]</i> ) current coupon number:						
preference shares (deferred entitlement: <i>[date]</i> ) current coupon number:						
convertible savings shares (regular entitlement: <i>[date]</i> ) current coupon number:						
convertible savings shares (deferred entitlement: <i>[date]</i> ) current coupon number:						
non-convertible savings shares (regular entitlement: <i>[date]</i> ) current coupon number:						
non-convertible savings shares (deferred entitlement: <i>[date]</i> ) current coupon number:						

<sup>1</sup> Specify the operation that changed the share capital, the governing body that adopted the resolution approving the operation and the date the resolution was adopted, and the date the resolution was either entered in or filed with the Company Register according to article 98 of Consob Regulation n. 11971.

**TABLE 2<sup>2</sup>**

	<i>Number of securities converted/exercised</i>	<i>Number of securities outstanding</i>
Convertible bonds		
Convertible savings shares		
Convertible preference shares		
Warrants		

---

<sup>2</sup> The table must be filled in, in addition to Table 1, where the change in share capital is the result of the conversion of convertible bonds or the exercise of subscription warrants or warrants for the conversion of shares into shares of a different class.

**APPLICATION FOR DELISTING**

**Model form 1**

**APPLICATION FOR DELISTING:  
FINANCIAL INSTRUMENTS TRADED ON THE MOT [ETFPLUS] MARKET**

(Company name and legal form) ..... (hereinafter the  
"Company"), with registered office in ..... (city),  
..... (address), tax code ....., VAT no.  
..... in the person of ..... (legal representative or  
other duly authorised person)

**APPLIES**

pursuant to Article 2.5.4, paragraph 1, [Article 2.5.10] of the Rules for the delisting of  
the following financial instruments:

ISIN Code	Name	Value in circulation [exclusively for bonds]
.....	.....	.....
.....	.....	.....

Attaches the following documentation, which shall be an integral part of the  
application:

- undertaking to purchase:
  - directly;
  - indirectly, via .....,the financial instruments in circulation at the request of holders at least  
until the date of delisting in accordance with Article 2.5.4, paragraph 1,  
[article 2.5.10] of the Rules;
- exclusively for bonds, a declaration concerning the number of holders  
pursuant to Article 2.5.4, paragraph 1c), of the Rules;
- a copy of the resolution adopted by the competent body to apply for  
delisting;
- an XLS file of the table showing the list and characteristics of the  
financial instruments for which delisting is being applied for. If the  
information shown in this document differs from the content of the  
attached XLS file, for the purposes of delisting, the information contained  
in the file shall prevail.

*(place and date)*

\_\_\_\_\_  
*(Signature of the legal representative or other duly authorised person)*

**APPLICATION FOR DELISTING:  
STOCK EXCHANGE/MIV MARKET**

(Company name and legal form) ..... (hereinafter the  
"Company"), with registered office in ..... (city),  
..... (address), tax code ....., VAT no.  
..... in the person of ..... (legal representative or  
other duly authorised person)

**APPLIES**

in accordance with Article 2.5.6 of the Rules, for the delisting of the following  
financial instruments listed on the stock exchange [the MIV market]:

.....  
.....  
.....  
.....

Attaches the following documentation, which shall be an integral part of the  
application:

- 
- 
- 

*(place and date)*

\_\_\_\_\_  
*(Signature of the legal representative or other duly authorised person)*

**APPLICATION FOR DELISTING:  
FOREIGN ISSUERS**

(Company name and legal form) ..... (hereinafter the  
"Company"), with registered office in ..... (city),  
..... (address), tax code ....., VAT no.  
..... in the person of ..... (legal representative or  
other duly authorised person)

**APPLIES**

in accordance with Article 2.5.7 of the Rules, for the delisting of the following  
financial instruments listed on the stock exchange [or the MIV market]:

.....  
.....  
.....  
.....

Attaches the following documentation, which shall be an integral part of the  
application:

- 
- 
- 

*(place and date)*

\_\_\_\_\_

*(Signature of the legal representative or other duly authorised person)*



**APPLICATION FOR DELISTING OF  
FINANCIAL INSTRUMENTS TRADED ON THE MOT OR SEDEX MARKETS IN  
THE CASE OF POSSESSION OF ALL THE FINANCIAL INSTRUMENTS ISSUED**

(Company name and legal form) ..... (hereinafter the  
"Company"), with registered office in ..... (city),  
..... (address), tax code ....., VAT no.  
..... in the person of ..... (legal representative or  
other duly authorised person)

**APPLIES**

in accordance with Article 2.5.4, paragraph 2, [2.5.5] of the Rules, for the delisting of  
the following financial instruments listed on the Stock Exchange:

ISIN code	Description	Trading code

**DECLARES**

- that these financial instruments are not currently distributed among the public since they are all in the possession of the [Issuer or Person appointed by the Issuer] and that no third party has a right or interest in the listing of such financial instruments;
- that these financial instruments were not traded in the two sessions preceding the date of this application; and

**UNDERTAKES**

to guarantee that there will be no trading in these financial instruments until the delisting date established by Borsa Italiana.

In addition, attaches the following documentation, which shall be an integral part of the application:

- a file in .xls format with the table containing the codes and characteristics of the financial instruments to be delisted;

If the data in this document differ from those in the .xls file, the latter shall prevail for the purpose of identifying the instruments to be delisted.

*(place and date)*

\_\_\_\_\_

*(Signature of the legal representative or other duly authorised person)*

APPLICATION FOR VOLUNTARY RENOUNCEMENT OF STAR STATUS

(Company name and legal form) ..... (hereinafter the "Company"), with registered office in ..... (city), ..... (address), tax code ....., VAT no. .... in the person of ..... (legal representative or other duly authorised person)

WHEREAS

- on ..... (date) Borsa Italiana granted the Company Star status;
- on ..... (date) the [competent governing body of the Company] resolved to request the withdrawal of Star status for its financial instruments on the following grounds:
  - .....

APPLIES

for the withdrawal, under Article 2.5.8 of the Rules, of Star status for the following financial instruments:

.....  
.....  
.....  
.....

Attaches the following documentation, which shall be an integral part of the application:

- a copy of the resolution adopted by the competent governing body that approved the renoucement of Star status.

*(place and date)*

\_\_\_\_\_

*(Signature of the legal representative or other duly authorised person)*

**APPLICATION FOR DELISTING:  
FINANCIAL INSTRUMENTS REFERRED TO IN ARTICLE 2.1.2, PARAGRAPH 7(A)**

(Company name and legal form) ..... (hereinafter the “Company”), with registered office in ..... (city), ..... (address), tax code ....., VAT no. .... in the person of ..... (legal representative or other duly authorised person)

**APPLIES**

in accordance with Article 2.5.9 of the Rules, for the delisting of the following financial instruments listed on the Stock Exchange:

Code	Description	Value in circulation

Attaches the following documentation, which shall be an integral part of the application:

- 
- 

*(place and date)*

\_\_\_\_\_   
*(Signature of the legal representative or other duly authorised person)*

## **TITLE IB.1**

### **ADMISSION TO TRADING OF FINANCIAL INSTRUMENTS ALREADY TRADED ON ANOTHER REGULATED MARKET AND OF FINANCIAL INSTRUMENTS ISSUED OR GUARANTEED BY OTHER EU MEMBER STATES OR ISSUED BY PUBLIC INTERNATIONAL BODIES**

#### **SECTION IB.1**

#### **PROCEDURE FOR ADMISSION TO TRADING ON THE MOT MARKET**

##### **Article IB.1.1**

##### ***(General conditions)***

1. In addition to the general conditions for admission to trading referred to in Article 2.1.3 and to the requirements referred to in Article 2.2.40 of the Rules, financial instruments referred to in Article 2.1.2, paragraph 7(a) must be issued by companies whose shares are included in a major international or national financial index. Alternatively, the financial instruments or the issuer must have a minimum rating, requested by the issuer and notified to the market, equal to "investment grade" awarded by major credit rating agencies.

##### **Article IB.1.2**

##### ***(Obligations of specialists)***

1. As of the date of the start of trading, specialists referred to in Article 4.4.1 of the Rules shall undertake to support the liquidity of the financial instruments, including those for which they have applied for admission to trading in the manner specified in Article IA.6.4.1 of the Instructions.

##### **Article IB.1.3**

##### ***(Disclosure obligations of intermediaries participating in one of the markets and of issuers)***

1. Intermediaries participating in one of the markets organised and managed by Borsa Italiana and issuers are subject to the obligations referred to in Section IA.2.2 and shall notify all the information Borsa Italiana shall deem to be necessary, from time to time or on a general basis and the information referred to in Article 2.9.1.
2. Borsa Italiana reserves the right to exempt intermediaries from the obligation to notify the information referred to in paragraph 1 if it is easily available and obtainable by Borsa Italiana.

**Article IB.1.4**  
***(Trading methods, disclosure and supervision)***

Insofar as they are compatible, Articles 2.6.9, 2.6.10, 2.6.11, 2.6.12, 2.6.13 and 2.6.14 of the Rules shall apply to applicants with reference to disclosure obligations insofar as they are compatible; Article 2.6.16, Titles 3.1, 3.2, 3.3, 3.4 and Part 4 and 6 of the Rules shall also apply to applicants.

**Article IB.1.5**  
***(Admission at the initiative of Borsa Italiana)***

If the applicant is Borsa Italiana, Article IB.1.3 shall apply.

**Application for admission to trading of financial instruments  
by an [intermediary participating in the market] [issuer]**

(Company name and legal form) ..... (hereinafter the "Company"), with registered office in ..... (city), ..... (address), tax code ....., VAT no. .... in the person of ..... (legal representative or other duly authorised person), in its capacity as an [intermediary admitted to trading on a market organised and managed by Borsa Italiana] [issuer]

WHEREAS

- Consob, in resolution no. 11091 of 12 December 1997, authorised Borsa Italiana S.p.A. to operate the regulated markets it organises and manages;
- the organisation and management of the Stock Exchange and the market for derivative financial instruments (IDEM) are governed by rules approved by the ordinary shareholders' meeting of Borsa Italiana S.p.A. on 11 December 1997 (hereinafter, as last amended, the "Rules");
- the Board of Directors of Borsa Italiana S.p.A. has approved the Instructions accompanying the Rules;
- the Company 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.

In consideration of the foregoing, the Company in the person of its legal representative or other duly authorised person,

APPLIES

for the admission to trading in the [DomesticMOT] [EuroMOT] segment of the following financial instruments, of which the main features are described below:

Issuer	
Denomination	
ISIN code	
Par value outstanding	
Issue currency	
Coupon payable from	
Maturity	
Issue price	
Nominal interest rate	
If not fixed, the manner of calculating interest	

Periodicity of coupon payment	
Basis for calculating coupons	
Unit par value	
Any rating of the issuer	
Any rating of the financial instrument	
Internet site where information on the issuer can be found	
Issuer CSD	
Settlement calendar of the instrument on the reference European regulated market	
Status of the financial instrument on the reference European regulated market (traded/admission suspended/revoked)	
Reference European regulated market on which the security is already traded	
Primary Information Provider of the issuer	
Primary international or national financial index the issuer is included in	

To this end,

DECLARES

- that it was admitted to trading on the ..... market/markets organised and managed by Borsa Italiana in Borsa Italiana decision no. .... dated .....[exclusively for intermediaries participating in the market(s)];
- that the financial instruments that are the subject of the application for admission are freely negotiable;
- that the financial instruments that are the subject of the application for admission can be settled [through Clearstream Banking Luxembourg or Euroclear] [through the settlement service referred to in Article 69 of the Consolidated Law on Finance].

Attaches the following documentation, which shall be an integral part of the application:

- name of the officer responsible for relations with Borsa Italiana's information department and related substitute in accordance with article IA.2.5.7;
- the "summary document" referred to in Article 57 of Consob Regulation 11971/1999 – applicable only to financial instruments referred to in Article 2.1.2, paragraph 7(a);

*Traceability of financial flows*

1. Borsa Italiana and the Issuer assume all obligations regarding the traceability of the financial flows provided by Law 136/2010, as subsequently amended and implemented (the "Traceability Obligations").

2. The Issuer, if it is a “awarding station” pursuant to legislative decree no. 50 of 18 April 2016 and subsequent amendments, to ensure the enforcement of Article 3 Law 136/2010 and subsequent amendments, undertakes to communicate to Borsa Italiana by the form annexed in the present Instructions 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.
3. In particular, in fulfilling the Traceability Obligations, Borsa Italiana will communicate to the Issuer:
  - (i) the bank accounts details to be used, also non exclusively, for the payments to be made by the Issuer 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 Issuer.

Any possible amendment of the information indicated in points (i) and (ii) above, will have to be communicated by the Issuer within 7 (seven) days from occurrence.

4. Borsa Italiana undertakes, in particular, to inform the Issuer and the Prefecture/Territorial office of the Government of the province where the Issuer has its registered office) if it becomes aware of breaches by its contractual counterparties, if any, in relation to the Traceability Obligations.

#### AND UNDERTAKES

- to send Borsa Italiana the data and information regarding the financial instruments that are the subject of the application for admission and any other document or information that may be necessary for admission to trading;
- to observe the provisions of the Rules and the Instructions, which it declares it knows and accepts, and to observe subsequent amendments to the Rules and the Instructions.
- to observe the provisions of the Rules and the Instructions, with special reference to the provisions governing the activity of specialists (applicable only if the applicant also engages in the activity of specialist).

*(place and date)*

---

*(Signature of the legal representative or other duly authorised person)*



# **TITLE IC.1**

## **ADMISSION OF FINANCIAL INSTRUMENTS ON SEDEX AND ETFPLUS MARKET**

### **SECTION IC.1**

#### **ADMISSION OF FINANCIAL INSTRUMENTS ON SEDEX MARKET**

##### **Article IC.1.1**

***(Underlying assets)***

1. Pursuant to Article 2.2.21, the following assets may underlie the securitised derivative financial instruments admitted to trading on the SEDEX market:
  - a) shares traded on a regulated market in Italy or another country and are highly liquid;
  - b) bonds or other debt securities of issuers other than the issuer of the securitised derivative financial instruments, traded in a regulated market and are highly liquid;
  - c) official interest rates or interest rates widely used in capital markets that are not open to manipulation and that are marked by transparent methods of observation and dissemination;
  - d) foreign currencies whose exchange rate is recorded continuously by the competent authorities or bodies and which are convertible;
  - e) commodities for which there is a reference market characterised by the availability of continuous and updated information on the prices of the assets traded;
  - f) indexes or baskets of the assets referred to in the subparagraphs of this paragraph and baskets of indexes of the same assets, provided such baskets and indexes are characterised by transparent methods of calculation and dissemination. Borsa Italiana may ask issuers what methods of calculation and management they use for such baskets and indexes;
  - g) derivative contracts based on assets referred to in the preceding subparagraphs for which there is a liquid market characterised by the continuous availability of updated information on the prices of the contracts;
  - h) units/shares of open-end CIUs. The units/shares of open-end CIUs underlying securitised derivative financial instruments belonging to the segments referred to in Article IA.7.2.1, paragraphs 1(a) and 1(c), must be admitted to trading on regulated markets with continuous trading.
2. Borsa Italiana reserves the right to admit, at the request of an issuer, securitised derivative financial instruments based on assets other than those referred to in the preceding paragraph to listing, without prejudice to Article 2.2.21 of the Rules.

**Article IC.1.2**  
***(Parity/multiple and settlement price)***

1. Pursuant to Article 2.2.22, paragraph 2, of the Rules, for securitized derivative financial instruments the parity/multiple must be:
  - a. equal to 0.1 if the underlying consists of Italian shares traded on the regulated markets organised and managed by Borsa Italiana for the instruments traded in the class A segments referred to in Article IA.7.2.1, paragraphs 1(a) and 1(d);
  - b. equal to 1 if the underlying consists of Italian shares traded on the regulated markets organised and managed by Borsa Italiana for the instruments traded in the segment for leverage certificates referred to in Article IA.7.2.1, paragraph 1(c);
  - c. equal to 0.0001 if the underlying consists of indexes managed by Borsa Italiana or companies with which Borsa Italiana has entered into agreements for the instruments traded in the class A segments referred to in Article IA.7.2.1, paragraphs 1(a), 1(c) and 1(d).
2. Pursuant to Article 2.2.22, paragraph 1(b), of the Rules, for instruments belonging to the class A segments referred to in Article IA.7.2.1, paragraphs 1(a), 1(c) and 1(d):
  - a. if the underlying consists exclusively of Italian shares traded on the regulated markets organised and managed by Borsa Italiana, the settlement price shall be equal to respectively the reference price of the underlying financial instrument on the day preceding the maturity day in the case of exercise at maturity and the reference price of the underlying financial instrument on the exercise day in the case of early exercise;
  - b. if the underlying consists exclusively of indexes managed by Borsa Italiana or companies with which Borsa Italiana has entered into agreements, the settlement price shall be equal to respectively the value of the index calculated at the opening prices of the component financial instruments on the maturity day in the case of exercise at maturity and the value of the index calculated at the opening prices of the component financial instruments on the day following the exercise day in the case of early exercise.
3. The maturity requirement referred to in Article 2.2.22, paragraph 4, of the Rules shall apply to financial instruments belonging to the segments referred to in Article IA.7.2.1, paragraphs 1(a) and 1(b), and shall be calculated with reference to the date on which the documentation to be attached to the application for admission to trading is completed.

**Article IC.1.3**  
***(Exercise at maturity)***

1. Pursuant to Article 2.2.22, paragraph 3, of the Rules, for securitised derivative financial instruments provision must be made for automatic exercise at maturity, to be activated if the settlement amount is positive.

2. The person owning the financial instruments referred to in paragraph 1 must be given the right to renounce by means of a communication to be made using the procedure specified by the issuer in the prospectus, including any annexes.

## **SECTION IC.2**

### **ADMISSION OF FINANCIAL INSTRUMENTS ON ETFPLUS MARKET**

#### **Article IC.2.1**

##### ***(Underlying assets)***

1. Pursuant to Article 2.2.21, the following assets may underlie the securitised derivative financial instruments admitted to trading on the ETFplus market:
  - a) shares of issuers other than the issuer of securitised derivative financial instruments traded on a regulated market in Italy or another country and are highly liquid;
  - b) bonds or other debt securities of issuers other than the issuer of the securitised derivative financial instruments, traded in a regulated market and are highly liquid;
  - c) official interest rates or interest rates widely used in capital markets that are not open to manipulation and that are marked by transparent methods of observation and dissemination;
  - d) foreign currencies whose exchange rate is recorded continuously by the competent authorities or bodies and which are convertible;
  - e) commodities for which there is a reference market characterised by the availability of continuous and updated information on the prices of the assets traded;
  - f) indexes or baskets of the assets referred to in the subparagraphs of this paragraph and baskets of indexes of the same assets, provided such baskets and indexes are characterised by transparent methods of calculation and dissemination;
  - g) derivative contracts based on assets referred to in the preceding subparagraphs for which there is a liquid market characterised by the continuous availability of updated information on the prices of the contracts.
2. Borsa Italiana reserves the right to admit, at the request of an issuer, securitised derivative financial instruments based on assets other than those referred to in the preceding paragraph to listing, without prejudice to Article 2.2.21 of the Rules.

## TITLE IA.3

### PARTICIPATION OF INTERMEDIARIES IN THE MARKETS

#### CHAPTER IA.3.1 – CONDITIONS FOR ADMISSION TO TRADING AND MAINTAINING ELIGIBILITY

##### Article IA.3.1.1

##### *(Intermediaries admitted to trading)*

1. The following may participate in trading in markets organised and managed by Borsa Italiana:
  - a) persons authorised to provide the services and engage in the activity of dealing for own account and/or executing orders on behalf of clients under the Consolidated Law on Finance, the Consolidated Law on Banking or other special provisions of Italian law;
  - b) banks and investment firms authorised to provide the services and engage in the activity of dealing for own account and/or executing orders on behalf of clients under laws of other EU countries or of non-EU countries;
  - c) firms set up in the legal form of a *società per azioni* or a *società a responsabilità limitata* or equivalent:
    - i. in which the persons performing administrative, management and supervisory functions and those responsible for trading activity and the internal control function satisfy integrity and experience requirements equivalent to those applying to intermediaries that deal in financial instruments; firms authorised to an investment service or activity or to the collective portfolio management by the competent Authority of an EU country are waived of this requirement;
    - ii. which have established an internal audit function that does not depend hierarchically on any person with operational responsibilities and that makes periodic checks on the activity of trading in financial instruments; Borsa Italiana may exempt intermediaries from this requirement after evaluating their size (proportionality principle);
    - iii. certify to have adequate financial resources to ensure the business continuity of the trading service and which are not less than 50.000 euros.

##### Article IA.3.1.2

##### *(Requirements for participation)*

1. For the purpose of complying with the conditions referred to in Article 3.1.3, paragraph 1, of the Rules, market intermediaries must attest that:
  - a. their trading staff know the rules and operating procedures of the market and the technical instruments for trading and have adequate professional qualifications;
  - b. persons acting as specialists for financial instruments other than derivatives, in addition to satisfying the requirements specified above for traders, must

know the rules governing and the manner of performing the activity of specialists and the related technical instruments;

- c. they have ensured the presence of a compliance officer who must have a good knowledge of the of the Rules and the Instructions. The compliance officer shall also be entrusted with relations with Borsa Italiana's trading supervision office.

Intermediaries shall send Borsa Italiana the name of a compliance officer, who must be on call during trading hours. To ensure the continuity of the function in the absence of the compliance officer, intermediaries shall send, in advance or on a case-by-case basis, the name of a deputy using the forms and functionalities available on Borsa Italiana's website;

- d. they have adequate systems, procedures and controls for trading activity and adequate clearing and guarantee and settlement procedures;
- e. they have an internal IT unit that is adequate in terms of the number, experience and specialisation of the staff to guarantee the continuous and prompt functioning of the trading and settlement systems used, taking into account the degree of automation of their internal procedures and any recourse made to outsourcing, and shall send Borsa Italiana the name of an IT contact person, who must be on call during trading hours. To ensure the continuity of the function in the absence of the IT contact person, intermediaries shall send, in advance or on a case-by-case basis, the name of a deputy using the forms and functionalities available on Borsa Italiana's website.

1 – bis Market intermediaries, for the purpose of complying with the conditions referred to in Article 3.1.3, paragraph 3, of the Rules, letter a), shall attest that:

- i. in case of direct participation in the settlement system, the participation to the X-TRM system service;
- ii. in case of indirect participation in the settlement system, the participation to the X-TRM system service on his behalf of the intermediary participating in the settlement service;

In the case of participation in markets providing for different places of settlement for different market segments, participation in the settlement service may differ (direct/indirect) for different segments, and in the case of indirect involvement, the intermediary may avail itself of different liquidators.

In the case of participation in markets that provide for settlement to be performed via different settlement systems for different market segments, Borsa Italiana reserves the right to require intermediaries to use different access codes for different market segments.

- 2. When carrying on the trading activity and associated activities, the market intermediary shall avail itself of technological systems which are adequate for the interaction with the electronic data processing and telecommunication support systems of the market, for which Borsa Italiana has issued the conformance certification (so called *conformance test*). Where the market intermediary avails itself of systems which are different from those for which Borsa Italiana has issued the conformance certification, such systems shall pass the conformance evaluation (so called *conformance test*). Such evaluation takes place in accordance with the manner and time limits indicated in the

Trading Service Manual. For the execution of the *conformance test* the subscription of specific general conditions for the supply of services is requested.

3. In addition, if an intermediary intends to act as a market maker or specialist in the IDEM market, it must:
  - a. send the list of the persons assigned to the activity of market making or specialist on the premises of the company that the market intermediary uses;
  - b. attest that the persons assigned to the activity of market making or specialist for derivatives, in addition to satisfying the requirements specified in paragraph 1(a) for traders, know the rules governing and the manner of performing the activity of market maker or specialist and the related technical instruments. The persons assigned to such activities must also have passed relevant exam organised by Borsa Italiana to determine their knowledge of the rules governing and the manner of performing the activities in question.

No exam is required as regards the existing persons assigned to the activities of market maker/specialist involving derivative instruments on 3 May 2010, upon condition that they already act on the IDEM market and they are registered by Borsa Italiana.
4. Traders, market makers and specialists may not perform their activities for more than one market intermediary.
5. Market intermediaries may use a third party and/or a group company to perform the activities referred to in the preceding paragraph and those of the *compliance officer* provided they remain fully responsible for compliance with all the obligations of the Rules and control and coordinate the activities performed by the persons referred to in paragraph 3. Market intermediaries must inform Borsa Italiana accordingly. The agreement between the intermediary and the third party/group company must provide for the possibility of Borsa Italiana, or its appointees, verifying compliance with the requirements laid down in the Rules directly on the premises of the third party and/or the group company the market intermediary uses.

#### **Article IA.3.1.3 (Participation requirements of the Non-executing Broker)**

1. The Non-executing Broker shall respect the requirements as of the present Title where not differently foreseen by the Rules and the related Instructions.

#### **Article IA.3.1.4 (Conditions for outsourcing technological systems)**

1. Pursuant to Article 3.1.3, paragraph 2, of the Rules, intermediaries may use third parties:
  - a) for connection to the market;
  - b) for the other functions related to the management of technological systems other than connection to the market (e.g. housing and facility management).

2. Connection to the market may be provided by Borsa Italiana itself or exclusively by a company specifically accredited by Borsa Italiana. Borsa Italiana reserves to not require the accreditation of the subjects that are already accredited by the London Stock Exchange.
3. The company offering the connection to the market may provide that the single connection is shared among many intermediaries, in the respect of specific segregation criteria. In such case, the company offering the connection to the market is known as a Service Provider and shall have a contract for the purpose with a company belonging to the London Stock Exchange group, shall, among other things:
  - a) provide for Borsa Italiana or its appointees to be able to check the adequacy of the technological systems with respect to the services provided and their compatibility with Borsa Italiana's ICT structures;
  - b) provide for Borsa Italiana to be able to limit the number of intermediaries that a Service Provider may connect to the market;
  - c) require the Service Provider to have back-up and disaster recovery procedures in place.
  - d) the possibility for the Service Provider to offer also the services referred to in the preceding letter b) of paragraph 1.
4. Borsa Italiana may refrain from requiring the Service Provider contract referred to in paragraph 3 to be signed by intermediaries that provide the connection to the market to other intermediaries belonging to its group.
5. Market intermediaries must inform Borsa Italiana of the execution of contracts with third parties, including Service Providers. Such contracts must contain a clause permitting Borsa Italiana or its appointees to verify compliance with the technological requirements established in the Rules, inter alia on the premises of the third party used by the market intermediary.
6. Market intermediaries must also keep adequate documentation on their premises regarding the architecture, functionalities, operating procedures, service levels, controls and contractual guarantees for the activities entrusted to third parties, including Service Providers.
7. The contracts between the third parties and market intermediaries must indicate whether in turn the third party subcontracts some of the services outsourced by the market intermediary. For the Service Provider, in no case may such subcontracting jeopardise the primary role that the Group or Authorised Service Provider is required to play in providing the agreed services. If the third party uses in turn subcontractors, provision must be made for Borsa Italiana to verify the adequacy of the technological infrastructure on the latter's premises.
8. The supervision and control of orders sent to the markets may not be delegated to third parties.

**Article IA.3.1.5**  
***(Applications for admission)***

1. Requests referred to in Article 3.1.2, paragraph 1 of the Rules must be made by signing and sending to Borsa Italiana the "Request for Services" available via



Borsa Italiana's Internet site, together with a copy of the authorisation issued by the competent Authority, if any.

2. Subsequent to the notification referred to in Article 3.1.2, paragraph 2 of the Rules, intermediaries are required to complete the participation documentation using the forms and functions available via Borsa Italiana's Internet site with the following data:
  - a) information concerning the participation requirements;
  - b) information concerning the systems for accessing the market, including the identification of any third parties and/or Service Providers including the order for technological infrastructure and confirmation of the execution of technical-functional tests;
  - c) for the markets/segments that are not guaranteed, in the case of indirect participation in the settlement service referred to in Article 69 of the Consolidated Law on Finance, or in one of the foreign settlement services, a declaration referred to in Article 3.1.3, paragraph 4, of the Rules, including also the attestation referred to in article IA.3.1.2, paragraph 1-bis, communicated by the market intermediary and the intermediary participating in the settlement service;
  - d) in the case referred to in Article IA.3.1.1, paragraph 1(c), a copy of the minutes of the meeting of the board of directors containing the assessment of the experience and integrity of the persons specified therein or declaration of the legal representative of the company that confirms the compliance with the above mentioned requirements;
  - e) in the case referred to in Article IA.3.1.1, paragraph 1(c), a copy of the minutes of the meeting of the board of directors or the supervisory board during which the internal audit function was charged with making periodic checks on the trading activity involving financial instruments or declaration of the legal representative of the company that confirms the appointment;
  - f) a declaration of the legal representative of the company containing a statement of the adequacy of the financial resources to ensure the business continuity of the trading service and which are not less than 50.000 euros.
  - g) for the Non-executing Broker, who intends to operate in accordance with the method set out in Article 5.3.5, paragraph 6, letter b), the name of the approved intermediaries admitted to the trading on behalf of which it undertakes its activity;
  - h) for the intermediaries that avail themselves of Non-executing Broker(s), the name of the Non-executing Broker(s) that undertakes its activity on their behalf in accordance with the method set out in Article 5.3.5, paragraph 6, letter b), together with an appropriate declaration by means of which the intermediary allows the Non-executing Broker to ask for the cancellation of the contracts on its behalf, pursuant to the Markets Rules and related Instructions.
3. Intermediaries already admitted to trading on a regulated market/segment managed by Borsa Italiana that intend to request to participate in another

market/segment managed by Borsa Italiana shall send Borsa Italiana the simplified version of the "Request for Services". Without prejudice to Article IA.3.1.1, Borsa Italiana reserves the right to consider fulfilled the membership requirements referred to in Article IA.3.1.2 and not to require the documentation already provided by the intermediary in connection with its participation in other regulated markets/segments that it manages or that are operated by the London Stock Exchange Group. The procedure referred to in Article 3.2.1 of the Rules shall apply insofar as it is compatible.

4. If Borsa Italiana's Internet site is unavailable, intermediaries may transmit the participation documentation to Borsa Italiana using one of the other means of communication specified in the general conditions for the supply of services.

#### **Article IA.3.1.6**

##### ***(Notification of changes in admission conditions as well as changes resulting from corporate actions)***

1. Intermediaries admitted to trading shall notify Borsa Italiana, using the forms and functions available via Borsa Italiana's Internet site or in the other manner specified in general conditions for the supply of services, of any change in the conditions referred to in Articles 3.1.1 and 3.1.3, of the Rules, as well as any change resulting from corporate actions, included changes in company's name.
2. Intermediary must notify changes referred to in the previous paragraph to Borsa Italiana promptly or, in case of changes in the technological framework or in case of corporate actions, with a due notice from the date on which changes will become effective so that Borsa Italiana may make the necessary verifications, carry out any technical measures required and inform the market.
3. Borsa Italiana may request to intermediaries, with a specific communication, an update of the conditions referred to in Articles 3.1.1 and 3.1.3 of the Rules.

#### **Article IA.3.1.7**

##### ***(Transactions on Qualified Options carried out on behalf of Qualified U.S. Persons)***

1. For the purposes of this Article, the following definitions shall apply:

*"Intermediary"* means an operator as well as an authorized person from which orders came from

*"Qualified U.S. Person"* means an entity that meets the following requirements:  
(a) it acts in the capacity as *"qualified institutional buyer"* as provided for by Rule 144A(a)(I) pursuant to the U.S. Securities Act of 1933, or is an international organization that does not fall within the definition of *"U.S. Person"* established by Rule 902 (k) (2) (vi) of Regulation S pursuant to the U.S. Securities Act of

1933; and (b) has gained previous, effective experience of options listed on the U.S. stock option market;

*“Qualified Option”* means an option contract on the FTSE-MIB index, or on a share traded on a market managed by Borsa Italiana.

2. An intermediary may carry out a transaction on behalf of a person located in the United States of America if such person is a Qualified U.S. Person, and the transaction concerns a Qualified Option.
3. If an Intermediary is not registered as a broker-dealer with the U.S. Securities and Exchange Commission, and intends to carry out a transaction with regard to a Qualified Option on behalf of a Qualified U.S. Person who is not a broker-dealer registered with the U.S. Securities and Exchange Commission, the Intermediary may only carry out the transaction with, or through, a broker-dealer registered with the U.S. Securities and Exchange Commission pursuant to Rule 15a-6 of the U.S. Securities and Exchange Commission.
4. An Intermediary may not provide to any Qualified U.S. Person access to the Markets through Interconnection.
5. Before carrying out a transaction on a Qualified Option on behalf of a Qualified U.S. Person, an Intermediary must obtain a document from the Qualified U.S. Person, signed by a representative of the Qualified U.S. Person, and maintain such document, which certifies that said person:
  - a) is a Qualified U.S. Person;
  - b) shall only enter orders to trade in relation to Qualified Options;
  - c) shall carry out the transactions on own account or on behalf of another Qualified U.S. Person;
  - d) shall not transfer any rights pertaining to a Qualified Option that it has acquired or underwritten vis-à-vis any Qualified U.S. Person, or any person in the United States of America who is not a Qualified U.S. Person;
  - e) shall ensure that any transaction concerning a Qualified Option that it has acquired or underwritten, is only carried out on the market managed by Borsa Italiana and regulated through the Settlement Service, and is aware of the fact that any necessary payment regarding the premiums, settlement, exercise or closure of a Qualified Option in regard to which it has stipulated a contract with the Intermediary, must be made in the designated currency;
  - f) is aware that if it has stipulated a contract in the capacity as underwriter of a Qualified Option through an Intermediary, the margins must be provided to said Intermediary in the form and amount established by the Intermediary, and that said Intermediary, if not a clearing member of a Clearing System, shall furnish margins in the form and amount

established by the Intermediary who is a clearing member of a Clearing System, and that if said Intermediary is a clearing member of a Clearing System, it shall maintain, measure and deposit margins on such option contract vis-à-vis a central counterparty, in the form and amount established by said central counterparty;

- g) is a Qualified U.S. Person acting on behalf of another Qualified U.S. Person, who does not hold management powers over the account of the latter, and has obtained a written statement from said other Qualified U.S. Person to the same effects as above, to be furnished to the Intermediary upon request; and
- h) shall see to notifying the Intermediary of any amendment to the preceding representations before entering any further order regarding the Qualified Options, and that the preceding representations shall be deemed made in relation to any order given to the Intermediary.

## **CHAPTER IA.3.2 – RULES OF CONDUCT**

### **Article IA.3.2.1**

#### ***(Restrictions on the handling of trading orders)***

1. In the segments of the ETFplus market characterised by the trading method referred to in Article 4.3.13 of the Rules market intermediaries shall enter their trading orders at least five minutes before the end of trading and, after this time limit has been reached, to abstain from modifying or cancelling the orders entered. Appointed intermediaries are required to enter, in order to fulfil the undertaking referred to in Article 4.3.13, paragraph 3, of the Rules, only named orders; such orders may be entered until the end of trading.
2. On the expiration days of FTSE MIB index futures, FTSE MIB index mini-futures, FTSE MIB index options, stock options and stock futures contracts, intermediaries shall enter their trading orders in the MTA market for financial instruments that are included in the FTSE MIB index or are the underlying of stock options or stock futures at least five minutes before the end of the opening pre-auction phase where the orders refer to:
  - a) the closing of arbitrage transactions involving FTSE MIB index futures, FTSE MIB index mini-futures or stock futures contracts;
  - b) volatility trading;
  - c) hedging transactions involving FTSE MIB index futures, FTSE MIB index mini-futures, stock futures, FTSE MIB index options or stock options contracts.

### **Article IA.3.2.2**

#### ***(Position limits in the AGREX segment of the IDEM market)***

1. Intermediaries in the AGREX segment of the IDEM market are required to comply with the following position limits:
  - a. open positions on the spot-month contract, starting from the tenth trading day preceding the maturity day of the contract;
  - b. open positions on non-spot-month contracts;
  - c. open positions on all the contracts being traded (all combined months); established by Borsa Italiana in the Guide to the Parameters (limits).
2. The above limits apply to the positions attributable to the activity put in place by the intermediary on its own account and on the account of each of its clients. To this end intermediaries shall monitor the activity of their clients.
3. If the limit referred to in paragraph 1(a) is exceeded, the positions must be reduced by the end of the next trading day. If the limits referred to in paragraphs 1(b) and 1(c) are exceeded, the positions must be reduced promptly and in any case within three days.

4. If the positions are not reduced within the time limits referred to in paragraph 3, Borsa Italiana may require Cassa di Compensazione e Garanzia to close the positions of the intermediary.
5. For the purpose of monitoring compliance with the limits, Borsa Italiana shall acquire the information on the positions recorded in each account and subaccount from Cassa di Compensazione e Garanzia.
6. Upon receipt of a reasoned request, Borsa Italiana may temporarily relieve market makers from the compliance with the limits referred to in paragraph 1, without prejudice to the requirement that they comply with the limits by the end of the nearest maturity day.
7. The exemption referred to in paragraph 6 may be revoked by Borsa Italiana at any time and shall not limit Borsa Italiana's ability to apply the measures referred to in Articles 3.4.3 and 3.4.4 of the Rules.

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***Provisions in paragraph 5 will enter into force with a subsequent Notice.***

***In the transition period the following applies:***

5. Intermediaries shall immediately communicate to Borsa Italiana any position that exceeds the limits in paragraph 1, relating to activity put in place by their clients, by sending a written communication to the following email address:  
ms@borsaitaliana.it.

5.bis Borsa Italiana may request market intermediaries to provide all necessary information and document, also concerning the clients' activity, for the purpose of monitoring limits referred to in paragraph 1.

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### **Article IA.3.2.3**

#### ***(Transmission of orders to the market)***

1. Market intermediaries are required to fulfil the participation requirements and shall be liable for the orders sent to the market.
2. Market intermediaries must organise themselves in order to be able to control orders entered, including those entered via Interconnections. To this end, attention must be paid to:
  - the professional qualifications of the persons assigned to trading;
  - the controls on access to systems that permit the entry of orders via Interconnections; such controls must make it possible to ensure recognition of the persons who operate via Interconnections and the access controls of the order enter via Interconnections;
  - the controls on the maximum quantities and prices of orders entered;
  - the controls on the overall trading activity carried out by the different persons who operate via Interconnections;

- the frequency according to which persons who operate via Interconnections enter order which have overridden controls and systems alert in terms of price, size or number.
3. In order to ensure the adequacy of the systems referred to in Article 3.3.2 paragraph 1 of the Rules, market intermediaries must equip themselves with controls and automatic alarm systems, taking into account the following elements:
- a) the price of the last contract;
  - b) the spread present on the book;<sup>4</sup>
  - c) price and quantity limits, possibly by instrument;
  - d) possible price impact caused by the order entered;
  - e) minimum order quantity, taking into account the economic significance of the order;
  - f) controls on limit orders in the auction phase, so as to prevent the enter of limit orders at a price that differ substantially from the prevailing market conditions.

In particular, market intermediaries must equip themselves with controls and automatic alarm systems that prevent the entry of anomalous orders, whose price, size or number could affect the orderly functioning of the market. To this end market intermediaries shall take account of the nature of their activity. In addition the procedures and controls must be adequate to permit the correct entry of orders and the handling of any alarms.

4. As for Interconnections, in addition to providing the persons who send orders via Interconnections with appropriate professional support, market intermediaries shall equip themselves with controls and monitoring systems in order to:
- prevent the entry of orders that exceed the maximum variation thresholds;
  - instruct such persons regarding the manner of entering orders.

Market intermediaries shall ensure that they can delete orders entered via Interconnections or, if necessary, restrict the possibility to enter orders via Interconnections with or without the prior consent of the subject who entered the order via Interconnections.

5. With reference to the performance of the activity of specialist for derivative financial instruments, orders entered on the IDEM market by persons charged with that activity must be identified with the code "SPEC" in the "customer code" field. With reference to the performance of the activity of market making for derivative financial instruments, orders entered on the IDEM market by persons charged with that activity must be identified with the code "MM" in the "customer code" field, in order to segregate transactions deriving from that activity in a special sub-account of the account held with the clearing and guarantee system.

#### **Article IA.3.2.4** ***(Technical breakdowns in market intermediaries' systems)***

1. Pursuant to Article 3.3.3 of the Rules, market intermediaries shall promptly inform Borsa Italiana of technical breakdowns in the technological systems they

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<sup>4</sup> As provided for in Notice 16169 of 12 September 2008, the entry into force of the control referred to in Article IA.3.2.3, paragraph 3, letter b) (the spread present on the book) will be announced with a subsequent Notice.

use for trading and their systems for accessing Borsa Italiana's markets, in particular if they intend to request the deletion of orders entered or suspension or reduction of the obligations in the Rules in case of specialists or market makers. Market intermediaries shall also notify Borsa Italiana of the subsequent reactivation of their systems.

2. Market intermediaries must be able to delete orders they enter. In the event that this is impossible, they may request Borsa Italiana to delete orders on their behalf, either all the orders entered or, for MTA, MIV, ETFplus, SEDEX and MOT markets, the orders associated with specific access codes.
3. Market intermediaries shall send Borsa Italiana, in the manner laid down in the General conditions for the supply of services, the list of persons who may request the deletion of orders. The list may include traders, the compliance officer referred to in Article 3.1.3, paragraph 1, of the Rules and other persons deemed by the market intermediary to possess adequate professional qualifications and subject to Article 3.3.1, paragraph 3, of the Rules.
4. Borsa Italiana may delete orders only at the request of persons assigned to trading and included on the list referred to in the previous paragraph. Borsa Italiana shall notify the names of the persons on the list only to the persons indicated in the list or to the compliance officer. Requests for the deletion of orders made by persons not included in the list will not be carried out.
5. Market intermediaries must notify the list referred to in paragraph 3, and every change to the list itself, in the manner laid down in the General conditions for the supply of services. Changes to the list will be effective from the trading day subsequent to that on which they were notified. For MTA, MIV, ETFplus, SEDEX and MOT markets, market intermediaries that configure their access to the market using more than one access code must send the list referred to in paragraph 3 for each access code.
6. When requests are made for the deletion of orders, the following information must be given in addition to the market intermediary's name and access code: the access code for MTA, MIV, ETFplus, SEDEX and MOT markets or the relevant access code for other markets, the name and telephone number of the person requesting the deletion, and the reason for the request. For the deletion of individual orders, it is also necessary to specify the number of the order or the name of the instrument, the sign of the order, and its price, quantity and time of entry. When the request concerns individual orders, the maximum number of orders that Borsa Italiana will delete is five.
7. Borsa Italiana shall promptly carry out deletions of orders for which the request complies with what is set out above. If the orders in question have given rise to the conclusion of contracts, such contracts shall be binding on the market intermediary, without prejudice to the application of the procedures referred to in Articles IA.11.1.2 and IA.11.1.3.



## **TITLE IA.4**

### **ELECTRONIC SHARE MARKET (MTA)**

#### **CHAPTER IA.4.1 – CLEARING, GUARANTEE AND SETTLEMENT**

##### **Article IA.4.1.1**

##### ***(Clearing and guarantee systems, settlement systems and terms)***

1. Purchase and sale contracts concluded on the MTA market shall be settled via the settlement service managed by Monte Titoli S.p.A.:
  - a) on the second open TARGET calendar day following their conclusion where they refer to shares, convertible bonds, warrants and pre-emptive rights;
  - b) on the open TARGET calendar day following their conclusion where they refer to unexercised pre-emptive rights.
2. Borsa Italiana may specify in the Notice containing the admission to trading decision a different settlement time limit for financial instruments of issuers established under foreign law, to take account of the characteristics of the reference European regulated market.
3. Purchase and sale contracts concluded on the MTA market involving shares, convertible bonds and warrants, shall be cleared and guaranteed by Cassa di Compensazione e Garanzia S.p.A.

## **CHAPTER IA.4.2 — SEGMENTATION**

### **Article IA.4.2.1**

#### ***(Allocation of financial instruments among the market segments of the MTA market)***

1. The market capitalisation limit relevant for the purpose of obtaining the Star status shall be 1,000 million euro. The minimum market capitalisation to obtain Star status shall be 40 million euros.

### **Article IA.4.2.2**

#### ***(Minimum free float for shares to obtain Star status on the MTA market)***

1. The minimum free float for shares to obtain Star status shall be 35% of the capital represented by ordinary shares. Exclusively for the purposes of this provision, during admission to listing, the shares earmarked for the greenshoe option may be included in the calculation of the free float up to 10% of the value of the offering.

### **Article IA.4.2.3**

#### ***(Manner of transferring companies between market segments on the MTA market)***

1. Within June of every year, Borsa Italiana shall identify the companies belonging to the Star segment whose capitalisation has exceeded the limit referred to in Article IA.4.2.1, paragraph 1, notify them of the level their capitalisation has reached and transfer them to the MTA market upon the issuer's request, with effect with effect from the date established in a notice of Borsa Italiana
2. Companies that apply for Star status shall be admitted to trading in that segment provided they satisfy the requirements laid down in Article 2.2.3 of the Rules, unless their shares are included in the FTSE MIB index.
3. By the end of June Borsa Italiana may transfer companies that have failed to satisfy the requirements laid down in Article 2.2.3, paragraph 4, of the Rules from the Star segment to the MTA market. With the same periodicity, Borsa Italiana shall identify the companies whose free float has fallen below 20% of their voting capital. With reference to such companies, Borsa Italiana shall verify if the shareholding(s) of the controlling shareholder(s) has exceeded the threshold of 67% of the ordinary share capital, excluding any treasury shares. Borsa Italiana sends a notification to these companies. After 6 months have passed from the date of the notification, such companies may be transferred to the MTA market as provided for in Article 2.2.3, paragraph 10, unless in the meantime they have restored the conditions for remaining in the Star segment. Such time limit shall not apply in the case of a purchase obligation pursuant to Article 108 of the Consolidated Law on Finance if the person subject to the obligation has announced that it does not intend to restore the free float or in the case of the competent bodies having approved an extraordinary corporate action aimed at

the delisting of the company's shares.

4. Without prejudice to paragraph 3, once a year, by the end of June, Borsa Italiana may transfer companies that have not complied with the conditions referred to in Article 2.2.3, paragraph 3, and/or companies whose specialist have not satisfied the obligations referred to in Article 2.3.5, letters b) and c) and i), from the Star segment to the MTA market.
5. If a company has applied for the withdrawal of Star status and in the cases referred to in Article 2.2.3, paragraph 12, of the Rules, by way of derogation from paragraphs 3 and 4, Borsa Italiana may order the withdrawal of Star status and the simultaneous transfer of the company to the MTA market.
6. Pursuant to Article 2.2.3 of the Rules, in the month of June each year Borsa Italiana calculates the average market capitalization of the last three months of the companies belonging to the Star segment. Under this calculation, companies belonging to the Star segment with an average market capitalization exceeding 1,000 million euro may request not to proceed to appoint a specialist. In this case, if according to this calculation, the average market capitalization is below the threshold of 1,000 million euro for two consecutive checks, Borsa Italiana shall require the Star issuer to appoint a specialist within three months. Where the issuer fails to appoint the specialist, Borsa Italiana may transfer the company from the Star segment to the MTA market.

## CHAPTER IA.4.3 – TRADING METHODS

### Article IA.4.3.1 (Trading methods)

Trading on the MTA market, including the Star segment, shall take place using the auction and continuous trading methods with the following trading hours:

08.00 – 09.00 (9.00.00 – 9.00.59)	opening auction (pre-auction, validation and opening phase and conclusion of contracts)
09.00 – 17.30	continuous trading
17.30 – 17.35 (17.35.00 – 17.35.59)	closing auction (pre-auction, validation and closing phase and conclusion of contracts)
17.35 (17.35.00 – 17.35.59) – 17.42	trading at the closing auction price (order entry phase; trading phase)

Pursuant to Article 4.3.3 of the Rules, the pre-auction phases may end at a time within the last minute of such phases.

The continuous trading phase shall start at the end of the opening auction phase.

The trading at the closing auction price phase shall start at the end of the closing auction phase.

During the first one minute, from the end of the closing auction, only the entry, modification and cancelling of orders are permitted; subsequently, in addition to the entry, modification and cancelling of orders, contracts shall also be executed, respecting the time priority of orders. Where the closing auction starts a volatility auction, referred in to Article IA.4.3.5, paragraph 3, the trading at the closing auction price phase starts at the end of the volatility auction.

### Article IA.4.3.2 (Orders)

1. The maximum duration that may be specified for “good till date” orders shall be 30 days.
2. The validity parameter “good till cancelled” shall be used exclusively for the orders referred to in article 4.3.14 of the Rules.
3. In case of iceberg order referred to in Article 4.3.2, paragraph 4, of the Rules, the partial displayed quantity must be at least equal to 0.4\*EMS.
4. Borsa Italiana reserves the right to allow quote orders to be entered by intermediaries other than specialists.

### Article IA.4.3.3 (Block trades)

1. Pursuant to Article 4.3.6, paragraph 5, of the Rules, “committed cross” and “internal cross” orders may be entered with the aim of concluding contracts at a

price outside the range between the best bid price and the best ask price if:

- a) the order quantity is equal or more than that calculated by Borsa Italiana, taking into account Annex 2, Table 2, of the Commission Regulation (EC) no. 1287/2006, and published in Borsa Italiana web site;
  - b) The difference between the order price and the best prices on the trading book is not more than:
    - i. 3.5 per cent, for shares composing the FTSE MIB index;
    - ii. 7.5 per cent, for shares not composing the FTSE MIB index.
2. In consideration of the conditions of the market and after notifying Consob, Borsa Italiana may modify, on a general basis or taking into account specific categories of financial instruments or particular financial instruments, the order quantities and/or the differences above specified and inform the public with Notice.

**Article IA.4.3.4**  
**(Prices of orders)**

1. The prices of orders may be multiples of the ticks established for each financial instrument and Stock Exchange session in relation to the prices of the order entered, as follows:

- a) shares, warrants and pre-emptive rights

Prices of the order entered (Euro)	Tick
Less than or equal to 0,5	0,0001
0,5001 – 1	0,0005
1,0001 – 2	0,001
2,0001 – 5	0,002
5,0001 – 10	0,005
10,0001 – 50	0,01
50,0001 – 100	0,05
100,0001 – 500	0,1
500,0001 – 1.000	0,5
1.000,0001 – 5.000	1
5.000,0001 – 10.000	5
10.000,0001 – 20.000	10
20.000,0001 – 30.000	20
30.000,0001 – 40.000	30
40.000,0001 – 50.000	40
50.000,0001 – 60.000	50
60.000,0001 – 70.000	60
70.000,0001 – 80.000	70
80.000,0001 – 90.000	80
90.000,0001 – 100.000	90
More than 100.000	100

- b) convertible bonds: for each price of the order entered the tick is equal to 0.01.

**Article IA.4.3.5**  
***(Volatility auctions)***

1. The duration of the volatility auction phase, referred to in Articles 4.3.3, paragraph 5, and 4.3.12, paragraph 2, of the Rules, shall be equal to 5 minutes plus a variable interval of up to one minute, determined automatically on a random basis by the trading system. Such auction phases may be reiterated but nonetheless end at the start of the closing-auction phase.
2. Where the exceeding of the limits referred to in article 4.3.12, paragraph 1, letters b) and c) of the Rules takes place during the last 5 minutes of the continuous trade phase, the suspension of the continuous trading determines automatically the initiation of the closing auction phase.
3. The duration of the volatility auction phase, referred to in Article 4.3.3, paragraph 5, of the Rules exclusively for the closing-auction phase, shall be equal to 2 minutes plus a variable interval of up to one minute, determined automatically on a random basis by the trading system. Such auction phases may be activated only once.

**Article IA.4.3.6**  
***(Reference price)***

1. The interval referred to in Article 4.3.9, paragraph 1, of the Rules shall be equal to 10 minutes.
2. Borsa Italiana may establish, on a general basis and with reference to specific trading segments or financial instruments, a different interval with respect to that referred to in the previous paragraph, and announce the decision in a Notice.

**Article IA.4.3.7**  
***(Method of trading unexercised rights)***

1. During the offering period, orders with or without a limit price may be entered, except for the last day of the offer in which the intermediaries engaged shall exclusively enter sell orders without a limit price.
2. The intermediaries engaged must:
  - a) enter sell orders at least 30 minutes before the end of the pre-auction phase; during these 30 minutes intermediaries may not reduce the quantity entered;
  - b) carry over any quantity unsold at the end of the current market session to the following day.

## CHAPTER IA.4.4 – OBLIGATIONS OF MTA SPECIALISTS

### Article IA.4.4.1

#### *(Obligations of MTA specialists other than the STAR segment)*

1. Trading in shares on the MTA market may be supported by a specialist:
  - a) which operates on its own account;
  - b) which operates on third parties account, making use of a company authorized to trading activity in its home Country.
2. Exclusively trading in shares included in the FTSE MIB index may be supported by specialists which operate pursuant to paragraph 1) letter b).
3. Market intermediaries admitted to MTA market shall be eligible to engage in the activity of specialist unless they belong to the group to which the issuer belongs or which is headed by the issuer.
4. The specialists shall enter exclusively the quote type of orders to perform the obligations referred to in this article.
5. According to the table illustrated in the Guide to the Parameters, the obligations of the specialists are established as follow:
  - one range with reference to specialists for shares included in the FTSE MIB index;
  - on the basis of the average daily volume of the trading in the instrument for specialists on other shares.
6. Specialists are required to display bids and offers continuously on the trading book from 15 minutes before the end of the opening pre-auction phase. Specialists on shares included in FTSE MIB are required to display bids and offers continuously on the trading book only during the continuous trading phase.
7. Contracts deriving from the matching of orders entered by specialists in fulfilling their obligations under paragraph 5 with orders entered by other intermediaries or by the same specialists for customer account shall count towards reaching the daily quantity.
8. Where applicable, until the daily quantity is reached, where provided for, specialists are required to re-enter bids and offers within 10 minutes of the conclusion of a contract as a result of their execution in the electronic system. Specialists on shares included in FTSE MIB are required to re-enter bids and offers within 5 minutes since the conclusion of a contract as a result of their execution in the electronic system.
9. At the written request of specialists, Borsa Italiana may temporarily suspend or reduce their obligations where:
  - there is a large change in the FTSE Italia All Share index, of at least 3% compared with the last value of the previous day;
  - circumstances documented by the specialist prejudice compliance therewith;

- in the event of the closure or suspension of the reference European regulated market with reference to the shares traded in other European regulated markets.
10. Borsa Italiana shall verify that specialists fulfil their obligations.
  11. Borsa Italiana, in evaluating possible violations of the obligations, shall also take account of values of the indicator referred to in Article IA.10.1.1, paragraph 1(a), of less than 90%.
  12. The cessation of the specialist activity must be notified in writing to Borsa Italiana at least one month before the planned day of cessation. Borsa Italiana may accept shorter notice in cases where the intermediary demonstrates the necessity thereof.
  13. Specialists for shares included in the FTSE MIB index shall continue to quote according to the obligations provided there for, even if those shares are no more included in the FTSE MIB index.
  14. By way of derogation to this article, specialists of companies admitted to the STAR segment that asked to remain in the in such segment according to article IA.4.2.3, paragraph 1, are required to observe the obligations set for specialists in shares belonging to STAR segment referred to in article IA.4.4.2.

#### **Article IA.4.4.2**

##### ***(Obligations of specialists in the Star segment)***

1. Tradings in the Star segment shall be supported by a specialist, appointed by the issuer, which is required to deal on own account for the listed financial instruments whose liquidity it undertakes to support.
2. Market intermediaries admitted to MTA market shall be eligible to engage in the activity of specialist unless they belong to the group to which the issuer belongs or which is headed by the issuer.
3. The specialists shall enter exclusively the quote type of orders to perform the obligations under the following paragraphs.
4. The obligations of specialists in the Star segment shall be determined on the basis of the average daily volume of trading, in accordance with what is indicated in the table illustrated in the Guide to the Parameters.
5. Specialists are required to display bids and offers continuously on the trading book from 15 minutes before the end of the opening pre-auction phase.
6. Contracts deriving from the matching of orders entered by specialists in fulfilling their obligations under paragraph 4 with orders entered by other intermediaries or by the same specialists for customer account shall count towards reaching the daily quantity.
7. Until the daily quantity is reached, specialists are required to re-enter bids and offers within 10 minutes of the conclusion of a contract as a result of their execution in the electronic system.



8. At the written request of specialists, Borsa Italiana may temporarily suspend or reduce their obligations where:
  - there is a large change in the FTSE Italia All Share index, of at least 3% compared with the last value of the previous day;
  - circumstances documented by the specialist prejudice compliance therewith.
9. Borsa Italiana shall verify that specialists fulfil their obligations.
10. Borsa Italiana, in evaluating possible violations of the obligations, shall also take account of values of the  $\varepsilon$  indicator referred to in Article.10.1.1, paragraph 1(a), of less than 90%.
11. Once a month Borsa Italiana shall rank the Star specialists on the basis of the  $\varepsilon$  indicator and inform each specialist of the value of its indicator and position in the ranking.
12. The party that terminates the contract with the specialist following a breach of the contract by the other party must notify Borsa Italiana in writing at least one month before the effective date of the termination. In all other cases of termination of the relationship with the specialist Borsa Italiana must be notified in writing at least three months before the effective date of the termination. Borsa Italiana may accept shorter notice if the continuity of the specialist function is ensured by another person entering into the undertakings referred to in paragraph 1.

**Article IA.4.4.3**  
***(Preparation and transmission of researches)***

Research reports (as defined in Article 65 of Consob Regulation 11971/1999) prepared by the specialist or the sponsor with reference to the issuer's periodic results must be published promptly and in any case not later than 30 days from the approval by competent body of the the issuer of the draft annual accounts and the half-yearly reports.

Research reports must be sent to Borsa Italiana using the NIS Web Studi system for the purpose of making them available to the public.

**CHAPTER IA.4.5 – MANDATORY EXECUTION PROCEDURE FOR CONTRACTS AND  
ADJUSTMENT PROCEDURES FOR CORPORATE EVENTS**

**Article IA.4.5.1**

***(Mandatory execution procedure)***

1. Pursuant to Article 4.1.2, paragraph 6, of the Rules, in the event that purchase and sale contracts on financial instruments backed by a clearing and guarantee system are not settled on the prescribed settlement date, the clearing and guarantee system identified pursuant to Article 4.1.2 of the Rules shall initiate on its own authority the mandatory execution procedure for the contracts in the manner and according to the time limits established in its own rules.
2. Pursuant to Article 4.1.2, paragraph 6, of the Rules, in the event that purchase and sale contracts on rights not backed by a clearing and guarantee system are not settled on the prescribed settlement date, paragraph 2 of article IA.4.5.2 applies.

**Article IA.4.5.2**

***(Management procedures for failed transactions in case of corporate events)***

1. In the event that purchase and sale contracts are not settled within the prescribed time limits (failed transactions) and a capital corporate event occurs in the meantime, the discipline provided for by the clearing and guarantee system identified pursuant to Article 4.1.2 of the Rules applies.
2. In cases of corporate events which provides for the in bonis buyer the possibility to notify an intention, such as:
  - a) exercise of option rights deriving from a capital increase;
  - b) optional conversion of shares into another class;
  - c) distribution of so called script dividends;
  - d) and for any other corporate action that determines the notification of an intention;

the in bonis buyer may request the in malis seller the exercise of the option derived from the corporate action on the purchased instrument (so called buyer protection), notifying it to the market.

3. For the purpose of buyer protection request, the form available in the website of the settlement system shall be used. Also, the counterparties, directly or through the intermediaries that settle respectively on their behalf, shall insert in the settlement system the settlement instruction on the resulting and possibly cancel the original settlement instruction.

## **TITLE IA.5**

### **MIV MARKET**

#### **CHAPTER IA.5.1 – CLEARING, GUARANTEE AND SETTLEMENT**

##### **Article IA.5.1.1**

##### ***(Clearing and guarantee systems, settlement systems and terms)***

1. Purchase and sale contracts concluded on the MIV market shall be settled via the settlement service managed by Monte Titoli S.p.A.:
  - a) on the second open TARGET calendar day following their conclusion where they refer the shares, convertible bonds, warrant, units of AIFs and pre-emptive rights;
  - b) on the open TARGET calendar day following their conclusion where they refer to unexercised pre-emptive rights.
2. Borsa Italiana may specify in the Notice containing the admission to trading decision a different settlement time limit for financial instruments of issuers established under foreign law, to take account of the characteristics of the reference European regulated market.
3. Purchase and sale contracts concluded on the MIV market shall be cleared and guaranteed by Cassa di Compensazione e Garanzia S.p.A.

## **CHAPTER IA.5.2 - SEGMENTATION**

### **Article IA.5.2.1**

***(Allocation of financial instruments among the market segments of the MIV market)***

1. The reserved AIFs and the financial instruments of SIVs shall be traded in the Professional segment, together with the investment company shares in the case as referred to in Article 4.2.2., paragraph 2.

## CHAPTER IA.5.3 – TRADING METHODS

### Article IA.5.3.1

#### **(Trading methods for the MIV market)**

1. Trading in the MIV market, in the respective segments, shall take place with the following trading hours:

08.00 – 09.00 (09.00.00 – 09.00.59)	opening auction (pre-auction, validation and opening phase and conclusion of contracts)
09.00 – 17.30	continuous trading
17.30 – 17.35 (17.35.00 – 17.35.59)	closing auction (pre-auction, validation and closing phase and conclusion of contracts)

Pursuant to Article 4.3.1 of the Rules, the pre-auction phases may end at a time within the last minute of such phases.

The continuous trading phase shall start at the end of the opening auction phase.

### Article IA.5.3.2

#### **(Other applicable provisions)**

As compatible, the provisions contained in articles IA.4.3.2, IA.4.3.3, IA.4.3.4, IA.4.3.5, IA.4.3.6 and IA.4.3.7 shall apply.

## **CHAPTER IA.5.4 - OBLIGATIONS OF MIV SPECIALISTS**

### **Article IA.5.4.1**

#### ***(Obligations of specialists in shares or units of not reserved AIFs)***

1. Trading in units or shares of not reserved AIFs shall be supported by a specialist, appointed by the issuer, which is required to deal on own account for the financial instruments whose liquidity it undertakes to support.
2. The specialists shall enter exclusively the quote type of orders to perform the obligations under the following paragraphs.
3. The obligations of the specialists shall be determined in accordance with what indicated in the Guide to the Parameters.
4. Specialists are required to display bids and offers continuously on the trading book from 15 minutes before the end of the opening pre-auction phase. Specialists are required to re-enter bids and offers within 10 minutes of the conclusion of the contract as a result of their execution in the electronic system.
5. At the written request of specialists, Borsa Italiana may temporarily suspend or reduce their obligations where circumstances documented by the specialist prejudice compliance therewith.
6. Borsa Italiana shall verify that specialists fulfil their obligations.
7. Borsa Italiana, in evaluating possible violations of the obligations shall also take account of values of the  $\varepsilon$  indicator referred to in Article IA.10.1.1, paragraph 1(a), of less than 90%.
8. Once a month Borsa Italiana shall rank the specialists on the basis of the  $\varepsilon$  indicator and inform each specialist of the value of its indicator and position in the ranking.
9. The party that terminates the contract with the specialist following a breach of the contract by the other party must notify Borsa Italiana in writing at least one month before the effective date of the termination. In all other cases of termination of the relationship with the specialist Borsa Italiana must be notified in writing at least three months before the effective date of the termination. Borsa Italiana may accept shorter notice if the continuity of the specialist function is ensured by another person entering into the undertakings referred to in paragraph 1.

### **Article IA.5.4.2**

#### ***(Obligations of specialists in the MIV market for the shares or units of financial instruments traded in the SIV segment)***

1. Trading in shares or units of financial instruments traded in the SIV segment may be supported by a specialist, appointed by the issuer, which is required to

deal on own account for the listed financial instruments whose liquidity it undertakes to support.

2. Market intermediaries admitted to MIV market shall be eligible to engage in the activity of specialist unless they belong to the group to which the issuer belongs or which is headed by the issuer.
3. The specialists shall enter exclusively the quote type of orders to perform the obligations under the following paragraphs.
4. The obligations of specialist traders shall be determined on the basis of the average daily volume of the trading of in the instrument, in accordance with what indicated in the table illustrated in the Guide to the Parameters.
5. Specialists are required to display bids and offers continuously on the trading book from 15 minutes before the end of the opening pre-auction phase.
6. Specialists are required to re-enter bids and offers within 10 minutes of the conclusion of the contract as a result of their execution in the electronic system.
7. At the written request of specialists, Borsa Italiana may temporarily suspend or reduce their obligations where:
  - there is a large change in the FTSE Italia All Share index, of at least 3% compared with the last value of the previous day;
  - circumstances documented by the specialist prejudice compliance therewith.
8. Borsa Italiana shall verify that specialists fulfil their obligations.
9. Borsa Italiana, in evaluating possible violations of the obligations shall also take account of values of the indicator referred to in Article IA.10.1.1, paragraph 1 letter a), of less than 90%.
10. The cessation of the activity must be notified in writing to Borsa Italiana at least one month before the planned day of cessation. Borsa Italiana may accept shorter notice in cases where the intermediary demonstrates the necessity thereof.

**CHAPTER IA.5.5 – MANDATORY EXECUTION PROCEDURE FOR CONTRACTS AND  
ADJUSTMENT PROCEDURES FOR CORPORATE EVENTS**

Insofar they are compatible, the provisions under chapter IA.4.5 shall apply.



## **TITLE IA.6**

### **ELECTRONIC BOND MARKET (MOT)**

#### **CHAPTER IA.6.1 – CLEARING, GUARANTEE AND SETTLEMENT**

##### **Article IA.6.1.1**

##### ***(Clearing and guarantee systems, settlement systems and terms)***

1. Purchase and sale contracts concluded on the MOT market shall be settled via the settlement service managed by Monte Titoli S.p.A or via foreign settlement systems managed by Euroclear and Clearstream Banking Luxembourg.
2. Purchase and sale contracts shall be settled on the second day following their conclusion.
3. In the case of securities that are not fungible, contracts shall be settled exclusively via the gross settlement system.
4. The settlement time limits shall be determined according to the calendar of the settlement currency of the contract and taking into account the open days of the relevant settlement system. Borsa Italiana shall specify in the Notice establishing the date of the start of trading for each financial instrument the settlement system that will be used and may indicate a different settlement time limits to take account of the characteristics of the reference market of the financial instrument.
5. Purchase and sale contracts concluded on the MOT market shall be cleared and guarantee by Cassa di Compensazione e Garanzia S.p.A, with exception of contracts involving not guaranteed financial instruments of the EuroMOT segment, according to what communicated in the Notice establishing the date of the start of trading of the financial instrument.

## CHAPTER IA.6.2 - SEGMENTATION

### Article IA.6.2.1

#### *(Determination of market segments)*

1. Financial instruments traded on the MOT market shall be divided into segments according to the settlement system chosen:
  - financial instruments settled via the settlement system managed by Monte Titoli S.p.A. shall be traded in the DomesticMOT segment;
  - financial instruments settled via foreign settlement systems managed by Euroclear and Clearstream Banking shall be traded in the EuroMOT segment.

Financial instruments shall be divided by type:

- in the DomesticMOT segment, into two classes, as follows:
  - a) the “Italian government securities class”
  - b) the “other debt securities class”.
- in the EuroMOT segment, into a single class, as follows:
  - a) the “Eurobond, ABS, securities of foreign issuers and other debt securities class”.

## CHAPTER IA.6.3 – TRADING METHODS

### Article IA.6.3.1 (Trading hours)

1. Securities shall be traded in the MOT market using the auction and continuous trading methods with the following trading hours:

08.00 – 09.00 (09.00.00 - 09.00.59)	Opening auction (pre-auction, validation and opening phase and conclusion of contracts)
09.00 - 17.30	Continuous trading

Pursuant to Article 4.3.3, paragraph 3, of the Rules, the pre-auction phases may end at a time within the last minute of such phases.  
The continuous trading phases shall start at the end of the opening auction phase.

### Article IA.6.3.2 (Orders)

1. The maximum duration that may be specified for “good till date” orders shall be 30 days.
2. The validity parameter “good till cancelled” cannot not be used.
3. In the case of iceberg orders referred to in Article 4.3.2, paragraph 4, of the Rules, the partial displayed quantity must be at least equal to 0.4\*EMS.

### Article IA.6.3.3 (Cross orders and Block trades)

1. Pursuant to Article 4.3.6, paragraphs 1 and 2, of the Rules, where it is not possible to determine the current volume-weighted average spread, the difference of the price from the dynamic price shall not exceed:
  - a. 0.20 per cent, for Italian and foreign government securities;
  - b. 0.80 per cent for other debt securities.
2. Pursuant to Article 4.3.6, paragraph 5, of the Rules, “committed cross” and “internal cross” orders may be entered with the aim of concluding contracts at a price outside the current volume-weighted average spread, or the spread established as per paragraph 1:
  - a) For Italian and foreign government securities:
    - i. The order quantity is equal or more than 30\*EMS; and

- ii. The difference between the order price and the best prices on the trading book is not more than 0.75 per cent.
  - b) For other debt securities:
    - i. The order quantity is equal or more than 8\*EMS; and
    - ii. The difference between the order price and the best prices on the trading book is not more than 1.5 per cent.
- 3. In consideration of the conditions of the market and after notifying Consob, Borsa Italiana may modify, on a general basis or taking into account specific categories of financial instruments or particular financial instruments, the order quantities and/or the differences above specified and inform the public with Notice.

**Article IA.6.3.4  
(RFQ)**

1. Pursuant to Article 4.3.7, paragraph 7, of the Rules, RFQs may be entered for the purposes of concluding contracts, if:
  - a) for Italian and foreign government securities:
    - the quantity referred to in the contract is equal to or greater than 30\*EMS;
    - the difference between the contract price and the best prices on the trading book or, in absence of bids or offers, between the contract price and the dynamic price shall not exceed 1 per cent.
  - b) for other debt securities:
    - the quantity referred to in the contract is equal to or greater than 8\*EMS;
    - the difference between the contract price and the best prices on the trading book or, in absence of bids and offers, between the contract price and the dynamic price shall not exceed 2 per cent.
2. RFQs may be entered in anonymous or non-anonymous form at the requesting intermediary's discretion. In the case of unsecured financial instruments only, RFQs shall be entered in a non-anonymous form.
3. Non-anonymous RFQs may be addressed to a maximum number of intermediaries authorized to respond, as established in the Guide to Parameters. In such cases, intermediary authorized to respond are selected by the requesting intermediary.
4. Market intermediaries authorized to respond to RFQs shall avail themselves of the "*quote response*" function for such purpose.
5. Responses to the RFQs shall be entered for a quantity at least equal to that of the RFQ.

**Article IA.6.3.5****(Prices of orders and valuation of the contracts traded in the MOT market)**

1. The prices of orders may be multiples of the following ticks:

<i>Class of residual life</i>	<i>Tick</i>
Residual life $\leq$ 2 years	1 thousandth
Residual life $>$ 2 years	1 hundredth

2. Execution of the RFQs referred to in Article 4.3.2, paragraph 4, letter c) of the Rules, may result in the conclusion of contracts at prices with differences other than the ticks referred to in paragraph above.
3. Contracts in currencies other than euro, traded in the DomesticMOT segment, shall be valued on the basis of the ECB's foreign exchange reference rates for the last day on which such rates were fixed preceding the day of the transactions.
4. Contracts traded in the EuroMOT segment shall be valued on the basis of the denomination currency of the financial instruments, except as otherwise specified in the admission to trading Notice.

**Article IA.6.3.6****(Volatility auction)**

1. The duration of the volatility auction referred to in Articles 4.3.3, paragraph 5, and 4.3.12 paragraph 2, of the Rules shall be 5 minutes, plus a variable interval with a maximum duration of one minute, determined automatically on a random basis by the trading system. This auction phase may be reiterated and in any case shall end at the start of the closing-auction phase, if envisaged.

**Article IA.6.3.7****(Reference price)**

1. The interval referred to in Article 4.3.9, paragraph 2, of the Rules shall be 3 hours for securities traded in the EuroMOT segment, and 1 hour for securities traded in the Domestic MOT segment, as per Article IA.6.2.1 of the Instructions.
2. Borsa Italiana may establish, on a general basis, with reference to specific trading segments or financial instruments, a different interval with respect to that referred to in the previous paragraph and announce the decision in a Notice.

## CHAPTER IA.6.4 – OBLIGATIONS OF MOT SPECIALISTS

### Article IA.6.4.1

#### ***(Obligations of MOT specialists)***

1. Trading in the MOT market may be supported by specialists, which may be appointed by the issuer and are required to undertake the liquidity of the financial instruments traded therein.
2. Specialists in the MOT market may also fulfil their undertaking also for instruments issued by themselves.
3. The specialists shall enter exclusively the quote type of orders to perform the obligations under the following paragraphs.
4. The maximum spread, calculated as the difference between the bid and ask prices, the minimum daily quantity and the minimum quantity of each bid and offer shall be determined taking into account the placement date, the par value of the issue, its distribution, the features of the financial instruments and whether they are listed on other markets and are notified by Borsa Italiana in the Notice announcing the start of trading or, in the case of financial instruments already listed, in a specific Notice.
5. The minimum duration of the undertaking is established by Borsa Italiana, taking into account the duration of the financial instruments, their features and how widely they are distributed. It shall be notified by Borsa Italiana in the Notice referred to in paragraph 4.
6. Borsa Italiana may extend the minimum duration of the undertaking where it deems this necessary to safeguard the regularity of trading, taking account, *inter alia*, of the number of bond outstanding.
7. Specialists are required to display bids and offers continuously on the trading book in the continuous trading phase.
8. Contracts deriving from the matching of orders entered by specialists in fulfilling their obligations under paragraphs 4 with orders entered by other intermediaries or by the same specialists for customer account shall count towards reaching the minimum daily quantity.
9. Until the minimum daily quantity is reached, specialists are required to re-enter bids and offers within 5 minutes from the conclusion of a contract as a result of their execution in the electronic system.
10. At the written request of specialists, Borsa Italiana may temporarily suspend or reduce their obligations where circumstances documented by the specialist prejudice compliance therewith.
11. Borsa Italiana shall verify that specialists fulfil their obligations.
12. Borsa Italiana, in evaluating possible violations of the obligations, shall also take account of values of the  $\varepsilon$  indicator referred to in Article IA.10.1.1, paragraph 1(a), of less than 90%.

13. The cessation of the specialist activity must be notified in writing to Borsa Italiana at least one month before the planned day of cessation. Borsa Italiana may accept shorter notice in cases where the intermediary demonstrates the necessity thereof.

**Article IA.6.4.2**  
***(Obligations of bid MOT specialists)***

1. With the aim to increase the liquidity of the instruments traded and, in particular, to make easier the disinvestment of such instruments, Borsa Italiana may allow the presence of intermediaries other than specialists. The former undertakes to display bids on a continuous basis only for minimum quantities.
2. Such activity may be performed by intermediaries admitted to trading on the MOT market. Where the issuer is admitted to trading on the MOT market, the request may be applied by the issuer that may fulfil the undertaking itself. For the request a specific form is available on the Borsa Italiana web site.
3. The intermediary must segregate the bid specialist activity using a specific access code. For this purpose intermediary must take previous contact with Borsa Italiana pursuant to Article 3.3.2, paragraph 4, of the Rules.
4. Bid specialists, in fulfilling their obligations referred to in the subsequent paragraphs, shall exclusively enter single sided quote type of orders.
5. Bid specialist intermediaries are required to display bids continuously on the trading book during the continuous trading phase.
6. The minimum daily quantity and the minimum quantity of each order are established taking account the date of the placement, the nominal value of the issue, how widely they are distributed and other features of the financial instruments as well as the possibly admission on other markets and are notified by Borsa Italiana in the Notice announcing the start of trading or, in the case of financial instruments already listed, in a Notice.
7. Contracts deriving from the matching of orders entered by bid specialist intermediaries in fulfilling their obligations under paragraphs 6 with orders entered by other intermediaries or by the same bid intermediary for customer account shall count towards reaching the minimum daily quantity.
8. Until the minimum daily quantity is reached, bid specialist intermediaries are required to re-enter bids within 5 minutes from the conclusion of a contract as a result of their execution in the electronic system.
9. At the written request of bid specialist intermediaries, Borsa Italiana may temporarily suspend or reduce their obligations under paragraph 6 where documented circumstances prejudice compliance therewith.
10. Borsa Italiana shall verify that the bid specialist intermediaries fulfil their obligations.

11. Borsa Italiana, in evaluating possible violations of the obligations, shall also take account of values of the  $\varepsilon$  bid indicator referred to in Article IA.10.1.1, paragraph 2, of less than 90%.
12. The cessation of the bid specialist activity must be notified in writing to Borsa Italiana at least one month before the planned day of cessation. Borsa Italiana may accept shorter notice in cases where the bid specialist intermediary demonstrates the necessity thereof.



**CHAPTER IA.6.5 – PROCEDURES FOR HANDLING ADJUSTMENTS FOR COUPON  
DETACHMENTS OR PARTIAL/TOTAL REPAYMENT OF BONDS**

**Article IA.6.5.1**

***(Management procedures for failed transactions in case of corporate events)***

1. For guaranteed financial instruments, where purchase and sale contracts are not settled within the prescribed time limits and a coupon detachment or partial or total repayment of bonds or other corporate actions occurs in the meantime, the discipline provided for by the clearing and guarantee system referred to in article 4.1.2 of the Rules applies.
2. For not guaranteed financial instruments, where purchase and sale contracts are not settled within the prescribed time limits and a coupon detachment or partial or total repayment of bonds or other corporate actions occur in the meantime, the discipline provided for by the clearing and guarantee system referred to in article 4.1.2 of the Rules applies. Where the settlement system does not provide for a procedure for the management of corporate actions, market intermediaries shall deliver the coupons or repayments to the counterparty based on the original settlement date of each contract executed on the market, adjusted to reflect any financial or tax effect.
3. In cases of corporate events which provides for the in bonis buyer the possibility to notify an intention, the buyer may request the in malis seller the exercise of the option derived from the corporate action on the purchased instrument (so called buyer protection), notifying it to the market.

For the purpose of buyer protection request, the form available in the website of the settlement system shall be used. Also, the counterparties, directly or through the intermediaries that settle respectively on their behalf, shall insert in the settlement system the settlement instruction on the resulting and possibly cancel the original settlement instruction.

## **CHAPTER IA.6.6 – MANDATORY CONTRACT EXECUTION PROCEDURE**

### **Article IA.6.6.1**

#### ***(Start of the mandatory execution procedure)***

1. Pursuant to Article 4.1.2, paragraph 6, of the Rules, the procedures contained in the Cassa di Compensazione e Garanzia Regulations shall apply to the contracts guaranteed by the clearing and guarantee system referred to in Article IA.6.1.1, paragraph 5.
2. Pursuant to Article 4.1.2, paragraph 6, of the Rules, in the event that purchase and sale contracts are not settled by 10.00 o'clock on the third day subsequent to the prescribed settlement date for lack of the securities, with regards to the not guaranteed financial instruments of the EuroMOT segment, the buyer may initiate the mandatory execution (buy-in) procedure referred to in Article IA.6.6.2 against the seller who failed to perform. The request of initiation of the mandatory execution (buy-in) procedure shall take account of the eventual buyer protection and of the features of the financial instrument.
3. Pursuant to Article 4.1.2, paragraph 6, of the Rules, in the event that purchase and sale contracts are not settled by 10.00 o'clock on the third day subsequent to the prescribed settlement date for lack of cash for the not guaranteed financial instruments of the EuroMOT segment, the seller may initiate the mandatory execution (sell-out) procedure referred to in Article IA.6.6.6 against the buyer who failed to perform.
4. For the not guaranteed contracts of the EuroMOT segment the calculation of the days for the buy-in and sell-out procedures shall be based on the calendar of the settlement currency of the contract and taking into account the open days of the relevant settlement system; if this day is a not trading day, the act in question must be performed on the next trading day.
5. The notifications referred to in the following articles shall be made by fax.

### **Article IA.6.6.2**

#### ***(Buy-in procedure)***

1. The buyer shall initiate the buy-in procedure by appointing an intermediary (the buy-in agent) to execute the buy-in and sending a buy-in notice to the seller. The buyer shall notify Borsa Italiana of the start of the procedure using the attached form. Buy-in notices may be sent from 10.00 o'clock on the third day subsequent to the original settlement day (if the notice is sent after such time, it shall be deemed to have been sent on the following day).
2. In the buy-in notice the buyer shall give the name of the buy-in agent, who, except in the case referred to in Article IA.6.6.4, shall execute the buy-in according to the time limits and in the manner established in the following paragraphs.

3. If the seller fails to settle the original transaction by the second day subsequent to the day on which the buy-in notice was sent (the expiration day), on the following day (the buy-in execution day) the buy-in agent shall purchase the securities to be delivered to the buyer and notify the same of the details of the transaction concluded. If the buy-in agent is unable to purchase some or all of the securities on the buy-in execution day, they may be purchased on the following days.
4. The buy-in may be executed on the MOT, without prejudice of different instructions by Borsa Italiana, which shall take account of the features and of the trading modalities of the financial instrument.
5. Upon receiving the notification referred to in paragraph 3, the buyer shall notify the seller and Borsa Italiana of the details of the execution of the buy-in and indicate any price differential between the cum coupon prices of the original contract and the buy-in contract, calculated with account taken of any intervening detachments. If the differential is negative, it shall be payable by the seller.
6. At the buy-in execution date the seller and the buyer shall delete the settlement instructions of the original contract from the settlement system. Upon execution of the buy-in the buyer shall send the settlement instructions in favour of the buy-in agent to the settlement system for the settlement with the same value date of the quantity and the value of the buy-in transaction. The buyer shall notify Borsa Italiana of the sending of the settlement instructions. In the case referred to in paragraph 5, the seller shall send the settlement system instructions in favour of the buyer for payment of the differential with the same value date as the settlement of the buy-in transaction. The seller shall notify Borsa Italiana accordingly. If the buy-in agent does not execute the buy-in before the securities mature, the buyer shall be entitled to the cash difference between the cum coupon price of the original contract and the redemption value, calculated with account taken of any intervening detachments.
7. Whenever within 30 days calculated starting from the settlement date of the original contract, included the cases in which the buy-in agent is unable to purchase the securities by such time limit, the seller must pay the buyer an amount equal to the differential, if positive, between the valuation of the bonds on the end-of-validity day and the original value of the contract (cash settlement).

**Article IA.6.6.3**  
***(Buy-in agent)***

1. Pursuant to Article IA.6.6.2, paragraph 1, the buyer shall appoint an intermediary satisfying the requirements specified in the following paragraph (the buy-in agent) to purchase the securities. If no such intermediary accepts to act as buy-in agent, Borsa Italiana shall make the appointment on its own authority.

2. The buy-in agent shall be chosen from among the intermediaries admitted to trading on the markets managed by Borsa Italiana that do not control, are not controlled by and do not belong to the same group as the buyer.
3. The buyer or Borsa Italiana where it made the appointment on its own authority may revoke the appointment of a buy-in agent who fails to execute the buy-in and appoint another. The buyer shall give the seller and Borsa Italiana, except where it made the appointment on its own authority, at least one day's notice of the revocation and of the appointment of another buy-in agent.

#### **Article IA.6.6.4**

##### ***(Delivery of the securities during the buy-in procedure)***

1. The seller may settle the original contract by delivering the securities due up to the second day subsequent to the day the buy-in notice was sent and inform Borsa Italiana and the buyer accordingly. The buyer shall inform the buy-in agent.
2. In the case referred to in paragraph 1, the buy-in procedure shall be immediately cancelled.
3. Partial delivery shall be permitted subject to the buyer's agreement; in such case the seller and the buyer must modify the original settlement instructions in the settlement system and inform Borsa Italiana accordingly.
4. The seller may settle the original contract by delivering all or some of the securities due on the third day subsequent to the day the buy-in notice was sent, provided it has given the buyer and Borsa Italiana one day's notice. The buyer shall inform the buy-in agent.
5. Except where the buy-in agent has already executed the buy-in, the seller may, subject to the buyer's agreement and notification of Borsa Italiana, settle the original contract by delivering some or all of the securities due on the fourth trading day subsequent to the day the buy-in notice was sent or a later day. The buyer shall inform the buy-in agent.
6. In the cases referred to in the preceding paragraphs 3, 4 and 5, if the seller delivers part of the quantity due, the buy-in shall be executed for the remaining quantity. If the seller delivers the entire quantity due, the buy-in procedure shall be immediately cancelled.

#### **Article IA.6.6.5**

##### ***(Pass on)***

1. Upon receiving a buy-in notice, a seller who has not settled a contract on not guaranteed financial instruments concluded for own account within the prescribed settlement time limits because another participant on the MOT Market has failed to settle may transfer the effects of the buy-in procedure to such participant by notifying the latter and Borsa Italiana, using the attached form referred to in Article IA.6.6.2, paragraph 1, and filling in the pass-on section as well.

2. The seller shall notify the other participant and Borsa Italiana of the details of the execution of the buy-in, using the attached form referred to in Article IA.6.6.2, paragraph 5, and filling in the pass-on section as well. The seller shall also indicate any price differential between the cum coupon prices of the original contract and the buy-in contract, calculated with account taken of any intervening detachments. If the differential is negative, it shall be payable by the other participant and in the cases in which the buy-in agent is unable to purchase the securities by the end-of-validity date of the original contract, the other participant is required to make the cash settlement referred to in Article IA.6.6.2, paragraph 7.

**Article IA.6.6.6**  
**(Sell-out procedure)**

1. The seller shall initiate the sell-out procedure by appointing an intermediary (the sell-out agent) to execute the sell out and sending a sell-out notice to the buyer. The seller shall notify Borsa Italiana of the start of the procedure using the attached form.
2. Sell-out notices may be sent from 10.00 o'clock on the third day subsequent to the original settlement day (if the notice is sent after such time, it shall be deemed to have been sent on the following day). If the buyer fails to settle the original transaction by the second day subsequent to the day on which the sell-out notice was sent, on the following day (the sell-out execution day), the sell-out agent shall sell the securities in order to deliver the cash amount to the seller and notify the same of the details of the transaction concluded. If the sell-out agent is unable to sell some or all of the securities on the sell-out execution day, they may be sold on the following days.
3. In the sell-out notice the seller shall give the name of the sell-out agent, who, except in the case referred to in Article IA.6.6.8 shall execute the sell out according to the time limits and in the manner established in the following paragraphs.
4. The sell-out may be executed on the MOT market, without prejudice of different instructions by Borsa Italiana, which shall take account of the features and of the trading modalities of the financial instrument.
5. Upon receiving the notification referred to in paragraph 2, the seller, using the attached form, shall notify the buyer and Borsa Italiana of the details of the execution of the sell-out and indicate any differential between the cum coupon prices of the sell-out contract and the original contract, calculated with account taken of any intervening detachments. If the differential is negative, it shall be payable by the buyer.
6. At the sell-out execution date the buyer and the seller shall delete the settlement instructions of the original contract from the settlement system. Upon execution of the sell out the seller shall send the settlement instructions in favour of the sell-out agent to the settlement system for the settlement with the same value date of the quantity and the value of the sell-out transaction. The seller shall notify Borsa Italiana of the sending of the settlement instructions. In the case referred to in paragraph 5, the buyer shall send the settlement system

instructions in favour of the seller for payment of the differential with the same value date as the settlement of the sell-out transaction. The buyer shall notify Borsa Italiana accordingly. If the sell-out agent does not execute the sell out before the securities mature, the seller shall be entitled to the cash difference between the cum coupon price of the original contract and the redemption value, calculated with account taken of any intervening detachments.

**Article IA.6.6.7**  
**(Sell-out agent)**

1. Pursuant to Article IA.6.6.6, paragraph 1, the seller shall appoint an intermediary satisfying the requirements specified in the following paragraph to sell the securities (the sell-out agent). If no such intermediary accepts to act as sell-out agent, Borsa Italiana shall make the appointment on its own authority.
2. The sell-out agent shall be chosen from among the intermediaries admitted to trading on the markets managed by Borsa Italiana that do not control, are not controlled by and do not belong to the same group as the buyer.
3. The seller or Borsa Italiana where it made the appointment on its own authority may revoke the appointment of a sell-out agent who fails to execute the sell out and appoint another. The seller shall give the buyer and Borsa Italiana, except where it made the appointment on its own authority, at least one day's notice of the revocation and of the appointment of another sell-out agent.

**Article IA.6.6.8**  
**(Delivery of cash during the sell-out procedure)**

1. The buyer may settle the original contract by delivering the cash due up to the second day subsequent to the day the sell-out notice was sent and inform Borsa Italiana and the seller accordingly. The seller shall inform the sell-out agent. In such case the sell-out procedure shall be immediately cancelled.

**MOT MARKET**  
**BUY-IN [SELL OUT] NOTICE**  
 EuroMOT segment

\_\_\_\_\_ (place); \_\_\_\_\_ (date)

**ADDRESSEE (SELLER) [BUYER]**

Name of company: \_\_\_\_\_

International Securities Settlements Manager, if available (first name; family name):  
 \_\_\_\_\_

**C.C.**

Borsa Italiana SpA  
 Market Surveillance Unit  
 Tel.: +39 02 7242.6327  
 Fax: +39 02 867422

**Subject: Buy-in [sell-out] notice**

This buy-in [sell-out] notice is to inform you, as provided for by the Rules and Instructions of the markets organised and managed by Borsa Italiana S.p.A., of the decision to initiate the buy-in [sell-out] procedure against your company with reference to the failure to deliver the subject securities [cash] of the following contract concluded on the MOT market:

- Contract number: \_\_\_\_\_
- NOR Number of the settlement operation: \_\_\_\_\_
- Counterparty (CED Code): \_\_\_\_\_
- ISIN code of the financial instrument: \_\_\_\_\_
- Description of the financial instrument (Issuer; Maturity; Currency; Coupon):  
 \_\_\_\_\_
- Conclusion date: \_\_\_/\_\_\_/\_\_\_\_ (day/month/year)
- Settlement date: \_\_\_/\_\_\_/\_\_\_\_ (day/month/year)
- Original nominal amount (specify the currency, if different from the euro):  
 \_\_\_\_\_
- Nominal amount not delivered (specify the currency, if different from the euro):  
 \_\_\_\_\_
- Ex coupon price (specify the currency, if different from the euro):  
 \_\_\_\_\_
- Value net of accrued interest (specify the currency, if different from the euro):  
 \_\_\_\_\_
- Cum coupon price: \_\_\_\_\_
- Amount of accrued interest (specify the currency, if different from the euro):  
 \_\_\_\_\_
- Value gross of accrued interest (specify the currency, if different from the euro):  
 \_\_\_\_\_
- Account to which the securities [cash] should have been delivered:  
 \_\_\_\_\_

The buy-in [sell-out] procedure will be executed if the securities [cash] are not delivered within the time limits set out in the Instructions accompanying the Rules for the Markets organised and managed by Borsa Italiana.

The buy-in [sell-out] procedure will be handled by the following Buy-in [Sell-out] Agent (name of company): \_\_\_\_\_

**PASS-ON** (if applicable) of the buy-in procedure

This is to inform you that the Buyer is subject, for the financial instrument in question, to a buy-in procedure initiated by \_\_\_\_\_ (specify only in the copy for Borsa Italiana), which has appointed \_\_\_\_\_ to act as Buy-in Agent.

Signature

**SENDER (BUYER) [SELLER]**

Company name: \_\_\_\_\_  
Company address: \_\_\_\_\_  
CED Code: \_\_\_\_\_  
First name: \_\_\_\_\_  
Family name: \_\_\_\_\_  
Role in company: \_\_\_\_\_  
Tel.: \_\_\_\_\_  
Mobile phone (optional): \_\_\_\_\_  
Fax: \_\_\_\_\_  
E-mail: \_\_\_\_\_

**DETAILS OF THE BUYER [SELLER] 'S SETTLEMENT AGENT [IF ANY]**

Company name: \_\_\_\_\_  
Company address: \_\_\_\_\_  
CED Code: \_\_\_\_\_

**ANNEX 2**

**MOT MARKET  
NOTICE OF EXECUTION OF BUY-IN [SELL-OUT] PROCEDURE  
 EuroMOT segment**

\_\_\_\_\_ (place); \_\_\_\_\_ (date)

**ADDRESSEE (SELLER) [BUYER]**

Name of company: \_\_\_\_\_  
International Securities Settlements Manager, if available (first name; family name): \_\_\_\_\_

C.C.  
Borsa Italiana SpA  
Market Surveillance Unit  
Tel.: +39 02 7242.6327  
Fax: +39 02 867422

**Subject: Notice of execution of buy-in [sell-out] procedure**

This is to inform you, as provided for by the Rules and Instructions of the markets organised and managed by Borsa Italiana S.p.A., of the details of the execution of the buy-in [sell-out] procedure initiated against your company with reference to the failure to deliver the



securities [cash] referred to in the buy-in [sell-out] notice sent on \_\_\_/\_\_\_/\_\_\_\_\_  
(day/month/year).

The buy-in [sell-out] has been executed at the following conditions:

- Contact number \_\_\_\_\_
- NOR number of the settlement operation: \_\_\_\_\_
- ISIN code of the financial instrument: \_\_\_\_\_
- Description of the financial instrument (Issuer; Maturity; Currency; Coupon):  
\_\_\_\_\_
- Execution date of the purchase [sale]: \_\_\_/\_\_\_/\_\_\_\_ (day/month/year)
- Settlement date of the purchase [sale]: \_\_\_/\_\_\_/\_\_\_\_ (day/month/year)
- Nominal amount purchased [Sold] (specify the currency, if different from the euro):  
\_\_\_\_\_
- Ex coupon price: \_\_\_\_\_
- Value net of accrued interest (specify the currency, if different from the euro):  
\_\_\_\_\_
- Cum coupon price: \_\_\_\_\_
- Amount of accrued interest (specify the currency, if different from the euro):  
\_\_\_\_\_
- Value gross of accrued interest (specify the currency, if different from the euro):  
\_\_\_\_\_

Amount still to be bought [sold] in, if any (specify the currency, if different from the euro):  
\_\_\_\_\_

The buy-in [sell-out] procedure was handled by the following Buy-in [Sell-out] Agent (name of company): \_\_\_\_\_

#### **SETTLEMENT OF THE CASH DIFFERENTIAL**

The recipient of this notice is requested to pay the cash differential between the cum coupon price of the original failed transaction and the cum coupon price of the buy-in [sell-out] transaction, taking into account any intervening coupon detachments. It should be noted that the cash differential is to be settled only if it is in favour of the original buyer [seller].

The cash differential must be paid on (the settlement date of the buy-in transaction) \_\_\_/\_\_\_/\_\_\_\_ (day/month/year) by introducing the compensation in the X-TRM system in favour of: (specify the account details) \_\_\_\_\_ or [in favour of: (specify the account details) \_\_\_\_\_

Amount of the cash differential (specify the currency, if different from the euro):  
\_\_\_\_\_

In calculating the cash differential, account was taken of the following coupon detachments (specify only if the coupons were detached between the theoretical settlement day of the original transaction and the settlement day of the buy-in [sell-out] transaction):

Dates of the coupon detachments, if any: \_\_\_/\_\_\_/\_\_\_\_ (day/month/year)  
Amount of the coupons detached, if any (specify the currency, if different from the euro):  
\_\_\_\_\_

**PASS-ON** (if applicable) of the buy-in procedure

This is to inform you that the Buyer is subject, for the financial instrument in question, to a buy-in procedure initiated by \_\_\_\_\_ (specify name of company only in the copy for Borsa Italiana), which has appointed \_\_\_\_\_ to act as Buy-in Agent.

Signature

SENDER (BUYER) [SELLER]

Company name: \_\_\_\_\_

Company address: \_\_\_\_\_

CED Code: \_\_\_\_\_

First name: \_\_\_\_\_

Family name: \_\_\_\_\_

Role in company: \_\_\_\_\_

Tel.: \_\_\_\_\_

Mobile phone (optional): \_\_\_\_\_

Fax: \_\_\_\_\_

E-mail: \_\_\_\_\_

DETAILS OF THE BUYER [SELLER] 'S SETTLEMENT AGENT [IF ANY]

Company name: \_\_\_\_\_

Company address: \_\_\_\_\_

CED Code: \_\_\_\_\_

## **TITLE IA.7**

### **ELECTRONIC SECURITISED DERIVATIVES MARKET (SEDEX)**

#### **CHAPTER IA.7.1 – CLEARING AND SETTLEMENT**

##### **Article IA.7.1.1**

##### ***(Clearing systems and liquidation systems and terms)***

1. Purchase and sale contracts concluded on the SEDEX market shall be settled via the settlement system managed by Monte Titoli S.p.A or via the foreign settlement systems managed by Euroclear and by Clearstream Banking Luxembourg.
2. The purchase and sale contracts shall be settled on the second open TARGET calendar day following their conclusion.
3. Settlement deadlines are calculated bearing in mind the opening days of the settlement system in question. In the Notice establishing the date of commencement of trading of each financial instrument, Borsa Italiana indicates the settlement service via which the instruments are to be settled.

## CHAPTER IA.7.2 – SEGMENTATION

### Article IA.7.2.1

#### **(Determination of market segments)**

1. The securitised derivative financial instruments admitted to trading on the SEDEX market into segments, on the basis of the chosen settlement services:
  - in the Domestic segment, tradable instruments are those settled via the settlement service managed by Monte Titoli S.p.A.;
  - in the ICSD segment, tradable instruments are those settled via the foreign settlement services managed by Euroclear and Clearstream Banking Luxembourg.

Within the Domestic segment and the ICSD segment, financial instruments are subdivided on the basis of the characteristics of the same, according to the following criteria:

a) *“for plain vanilla covered warrants”*:

securitised derivative financial instruments that consist in a put or a call option;

b) *“for structured/exotic covered warrants”*:

securitised derivative financial instruments that consist of exotic options or that are combinations of call and/or put options;

c) *“for leverage certificates”*:

divided into the following classes:

1. class A: securitised derivative financial instruments that replicate, with a leverage effect, the performance of the underlying;
2. class B: securitised derivative financial instruments that replicate, with a fixed leverage effect, the performance of the underlying;

d) *“for investment certificates”*

divided into the following classes:

1. class A: securitised derivative financial instruments that replicate, without a leverage effect, the performance of the underlying;
2. class B: securitised derivative financial instruments that incorporate one or more structured or exotic options.

## CHAPTER IA.7.3 — TRADING METHODS

### Article IA.7.3.1 (Trading methods)

1. Trading on the SEDEX market shall be carried on using the continuous trading methods with the following hours:

08.45 – 09.05	pre-trading
09.05 - 17.30	continuous trading.

Continuous trading and the conclusion of contracts shall start at the conclusion of the pre-trading phase, and shall be conducted according to the methods set out in Article 4.3.4. of the Rules, with the exception of securitized derivative financial instruments belonging to the Domestic segment and to the ICSD segment, as per Article IA.7.2.1, paragraph 1, letter b), letter c), class A, and letter d), class B, for which the continuous trading shall be conducted according to the methods set out in Article 4.3.4, paragraphs 6, of the Rules.

### Article IA.7.3.2 (Orders)

1. The maximum duration that may be specified for “Good till date” orders shall be 1 day.
2. The validity parameter “good till cancelled” cannot be used.
3. In the case of iceberg orders referred to in Article 4.3.2, paragraph 4, of the Rules, the partial displayed quantity must be at least equal to 4\*EMS.

### Article IA.7.3.3 (Block trades)

1. Pursuant to Article 4.3.6, paragraph 5, of the Rules, “committed cross” and “internal cross” orders may be entered with the aim of concluding contracts at a price outside the range between the best bid price and the best ask price if:
  - a) The order quantity is equal or more than 60\*EMS; and
  - b) The difference between the order price and the best prices on the trading book is not more than 10 per cent.
2. In consideration of the conditions of the market and after notifying Consob, Borsa Italiana may modify, on a general basis or taking into account specific categories of financial instruments or particular financial instruments, the order quantities and/or the differences above specified and inform the public with Notice.

**Article IA.7.3.4**  
**(Prices of orders)**

1. The prices of orders may be multiples of the ticks established for each financial instrument and Stock Exchange session in relation to the prices of the orders entered, as follows:

<i>Price of the order entered (euro and other currencies)</i>	<i>Tick</i>
Less than or equal to 0.0030	0.0001
0.0031 – 0.3000	0.0005
0.3001 – 1.5000	0.0010
1.5001 – 3.0000	0.0050
3.0001 – 30.0000	0.0100
More than 30.0000	0.0500

<i>Price of the order entered (JPY)</i>	<i>Tick</i>
Less than or equal to 0.3000	0.01
0.3001 – 30.0000	0.05
30.0001 – 150.0000	0,1
150.0001 – 300.0000	0.5
300.0001 – 3,000.0000	1
More than 3,000.0000	5

2. Borsa Italiana, taking into account the unit value of the financial instruments traded in the SEDEX market, may establish a different tick from that specified in paragraph 1; it shall announce such ticks in a Notice.
3. The value given to the contracts traded on the ICSD segment, referred to in Article IA.7.2.1, paragraph 1, shall be based on the currency of the financial instruments, unless specified otherwise in the Notice of admission to trading.

**Article IA.7.3.5**  
**(Order suspensions)**

The duration of the automatic suspension of trading for an overshoot of the price variation limits referred to in Article 4.3.12, paragraph 2, of the Rules shall be 2 minutes.

**Article IA.7.3.6**

***(Measures concerning the trading securitised derivative financial instruments subject to resolutive conditions)***

1. Upon receiving the issuer's notification specifying the time (hour, minute and second) at which the price level causing the resolutive condition to be fulfilled was reached, Borsa Italiana shall suspend trading in the financial instruments subject to such condition and arrange for them to be delisted.
2. Upon receiving the notification referred to in paragraph 1, Borsa Italiana shall cancel any contracts involving such financial instruments concluded after the time specified therein, including any concluded in the second in which the resolutive condition was fulfilled.

## CHAPTER IA.7.4 – OBLIGATIONS OF SEDEX SPECIALIST

### Article IA.7.4.1

#### *(Obligations of SEDEX specialist)*

1. Trading in the SEDEX market shall be supported by a specialist, appointed by the issuer, which is required to undertake the liquidity of the financial instruments traded therein, in compliance with the obligations specified under paragraph 4. Borsa Italiana may admit a larger number of specialists taking into account the placement procedures and the distribution of the financial instruments.
2. Specialists in the SEDEX market may also fulfil their undertaking also for instruments issued by themselves.
3. The specialists enter exclusively the quote type of orders to perform the obligations under the following paragraphs.
4. Specialists are required to enter, starting from the penultimate minute of the pre-trading phase, proposals for which the minimum quantity of each order and the maximum spread are specified in the Guide to the Parameter.
5. Specialist shall undertake to restore their quotations within 1 minute of a partial or total hit on the book, that results in the quantity displayed falling below the minimum.
6. Upon reasoned request of the specialist and the issuer, Borsa Italiana may allow an activity of displaying just bid orders. In such case, the bid specialist, in fulfilling its obligations, shall exclusively enter single sided quote type of orders.
7. Borsa Italiana shall verify that specialists fulfil their obligations.
8. Borsa Italiana, in evaluating possible violations of the obligations referred to in paragraph 4, shall also take account of values of the  $\varepsilon$  indicator referred to in Article.10.1.1, paragraph 1(a), and for the case referred to in paragraph 6, the indicator  $\varepsilon_{\text{BID}}$  referred to in Article IA.10.1.1, paragraph 2, of less than 90%
9. Once a month Borsa Italiana shall rank the specialists on the basis of the  $\varepsilon$  indicators and inform each specialist of the value of its indicator and position in the ranking.
10. If the issuer has appointed a third party to act as specialist, the party that terminates the contract following a breach of the contract by the other party must notify Borsa Italiana in writing at least one month before the effective date of the termination. In all other cases of termination of the relationship Borsa Italiana must be notified in writing at least three months before the effective date of the termination. Borsa Italiana may accept shorter notice if the continuity of the specialist function is ensured by another person entering into the undertakings referred to in paragraph 1.



**Article IA.7.4.2**  
**(Cases of inapplicability of the spread obligations)**

1. The spread obligations shall not apply to:
  - a) securitised derivative financial instruments whose underlyings are shares traded on markets not managed by Borsa Italiana, outside the hours established and communicated in the Guide to the Parameters;
  - b) securitised derivative financial instruments whose underlyings are stock indexes where the shares making up the index are shares traded on markets not managed by Borsa Italiana, outside the hours established and communicated in the Guide to the Parameters;
  - c) securitised derivative financial instruments whose underlyings are shares traded on markets managed by Borsa Italiana, during suspensions of trading and during the auction phases of the underlying financial instrument;
  - d) securitised derivative financial instruments whose underlyings are shares or units of open-end CIUs not traded on regulated markets with continuous trading;
  - e) securitised derivative financial instruments whose underlyings are commodities traded on markets not managed by Borsa Italiana, outside the hours established and communicated in the Guide to the Parameters.

**Article IA.7.4.3**  
**(Exoneration from specialists' obligations)**

1. Upon receipt of a reasoned request, Borsa Italiana may temporarily relieve intermediaries from the spread obligations in the following circumstances:
  - a) for securitised derivative financial instruments whose underlyings are financial instruments traded on markets not managed by Borsa Italiana, suspension from trading of the underlying financial instrument;
  - b) where the underlying is an index, suspension from trading of a significant percentage of the financial instruments included in the index;
  - c) anomalous increases in the volatility of the price or bid-ask spread of the underlying financial instrument or anomalous increases in the volatility of the underlying index;
  - d) when the market the underlying security is listed on is closed.

In the request for exoneration intermediaries must indicate the alphanumeric code identifying the financial instruments for which exoneration is being requested.

2. Upon receipt of a reasoned request, Borsa Italiana may temporarily relieve specialists from the obligations referred to in Article IA.7.4.1 of the Rules in any circumstances preventing the regular performance of the role of specialist. In the request for exoneration intermediaries must indicate the alphanumeric code identifying the financial instruments for which exoneration is being requested.

**CHAPTER IA.7.5 – MANAGEMENT PROCEDURES FOR FAILED TRANSACTIONS IN CASE OF CORPORATE EVENTS**

**Article IA.7.5.1**

***(Management procedures for failed transactions in case of corporate events)***

1. Where purchase and sale contracts are not settled within the prescribed time limits and a payment of periodic amount or the maturity of the financial instrument occurs in the meantime, the procedures provided by the settlement system pursuant to article 4.1.2 of the Rules apply. If the settlement system does not provide for a procedure for the management of the corporate action in question, intermediaries must assign the amounts to the counterparty, taking the original date of market settlement of the contract, adjusted by any economic or fiscal effects, as their reference date.

## **CHAPTER IA.7.6 - MANDATORY EXECUTION PROCEDURE FOR CONTRACTS CONCLUDED ON THE SEDEX MARKET**

### **Article IA.7.6.1**

#### ***(Start of the mandatory execution procedure)***

1. Pursuant to Article 4.1.2, paragraph 6, of the Rules, in the event that purchase and sale contracts are not settled within 10.00 hours of the third day of the prescribed settlement date for lack of the securities, the buyer may initiate the mandatory execution (buy-in) procedure referred to in Article IA.7.6.2 against the non-performing seller (liable party).
2. Pursuant to Article 4.1.2, paragraph 6, of the Rules, in the event that purchase and sale contracts are not settled within 10.00 hours of the third day subsequent to the prescribed settlement date for lack of cash, the seller may initiate the mandatory execution (sell-out) procedure referred to in Article IA.7.6.6 against the buyer who has failed to perform.
3. The calculation of the days for the buy-in and sell-out procedures shall be based on the "TARGET" calendar; in the exclusive case of instruments belonging to the ICSD segment referred to in Article IA.7.2.1, paragraph 1, the calculation of the days shall take account of the days that the settlement system in question is open for business. If this day is a non-trading day, the act in question must be performed on the next trading day.
4. The notifications referred to in the following articles shall be made by fax.

### **Article IA.7.6.2**

#### ***(Buy-in procedure)***

1. The buyer shall initiate the buy-in procedure by appointing an intermediary (the buy-in agent) to execute the buy-in and sending a buy-in notice to the seller. The buyer shall notify Borsa Italiana of the start of the procedure using the attached form. Buy-in notices may be sent from 10.00 hours of the third day subsequent to the original settlement day (if the notice is sent after such time, it shall be deemed to have been sent on the following day).
2. In the buy-in notice the buyer shall give the name of the buy-in agent, who, except in the case referred to in Article IA.7.6.4, shall execute the buy-in according to the time limits and in the manner established in the following paragraphs.
3. If the seller fails to settle the original transaction by the fourth day subsequent to the day on which the buy-in notice was sent (the expiration day), on the following day (the buy-in execution day) the buy-in agent shall purchase the securities to be delivered to the buyer and notify the same of the details of the transaction concluded. If the buy-in agent is unable to purchase some or all of the securities on the buy-in execution day, they may be purchased on the following days.

4. The buy-in must be executed on the SEDEX market, unless provided for otherwise by Borsa Italiana, which shall take account of the features of the financial instrument and the ways in which it is traded.
5. Upon receiving the notification referred to in paragraph 3, the buyer shall notify the seller and Borsa Italiana of the details of the execution of the buy-in and indicate any price differential between the original contract and the buy-in contract. If the price of the buy-in contract is higher than the price of the original contract, the differential shall be payable by the seller.
6. At the buy-in execution date the buyer and the seller shall delete the settlement instructions of the original contract from the settlement system. Upon execution of the buy-in the buyer shall send the settlement instructions in favour of the buy-in agent to the settlement system for the settlement with the same value date of the quantity and the value in euro of the buy-in transaction. The buyer shall notify Borsa Italiana of the sending of the settlement instructions. In the case referred to in paragraph 5, the seller shall send the settlement system instructions in favour of the buyer for payment of the differential with the same value date as the settlement of the buy-in transaction. The seller shall notify Borsa Italiana accordingly. If the buy-in agent does not execute the buy in before the maturity of the securities, it is due to the buyer the difference between the redemption value and the price of the original contract, calculated taking into account any periodic amounts paid during the period.
7. Whenever within 30 days calculated starting from the settlement the date of the original contract, included the cases in which the buy-in agent is unable to purchase the securities by such time limit, the seller must pay the buyer an amount equal to the differential, if positive, between the valuation of the securities on the end-of-validity day and the original value of the contract (cash settlement).

**Article IA.7.6.3**  
**(Buy-in agent)**

1. Pursuant to Article IA.7.6.2, paragraph 1, the buyer shall appoint an intermediary to purchase the securities (the buy-in agent) meeting the requirements set out at the following paragraph. If no such intermediary accepts to act as buy-in agent, Borsa Italiana shall make the appointment on its own authority.
2. The buy-in agent is chosen among the intermediaries admitted to trading on the markets managed by Borsa Italiana which do not control or are not controlled, directly or indirectly, from the buyer by and that do not belong to the same group.
3. The buyer or Borsa Italiana where it made the appointment on its own authority may revoke the appointment of a buy-in agent who fails to execute the buy-in and appoint another. The buyer shall give the seller and Borsa Italiana, except where it made the appointment on its own authority, at least one day's notice of the revocation and of the appointment of another buy-in agent.

#### **Article IA.7.6.4**

##### ***(Delivery of the securities during the buy-in procedure)***

1. The seller may settle the original contract by delivering the securities due up to the second day subsequent to the day on which the buy-in notice was sent informing Borsa Italiana and the buyer. The latter shall inform the buy-in agent.
2. In the case referred to in paragraph 1, the buy-in procedure shall be immediately cancelled.
3. It is permitted the partial delivery after the buyer's agreement; in which case the seller and the buyer are required to modify via the settlement system the original settlement instructions by notifying it to Borsa Italiana.
4. The seller may settle the original contract by delivering the necessary securities, even partially, on the third day subsequent the date of the buy-in notice, provided that it has noticed it to the buyer and Borsa Italiana with a day in advance. The buyer shall inform the buy-in agent.
5. Except in a case in which the buy-in agent has already executed the buy in, the seller, subject to prior consent and notification to Borsa Italiana, the buyer may settle the original contract by delivering the necessary qualifications, even partially, fourth working day following the date of the buy-in notice or at a later date. The buyer shall inform the buy-in agent.
6. In the cases referred to in paragraphs 3, 4 and 5, if the seller delivers a partial quantity of the securities due, the buy in will take place for the remaining amount. In the event that the seller delivers the full amount due, the buy-in procedure will be immediately cancelled.

#### **Article IA.7.6.5**

##### ***(Pass on)***

1. Upon receiving a buy-in notice, a seller who has not settled a contract concluded for own account within the prescribed settlement time limits because another participant on the SEDEX market has failed to settle may transfer the effects of the buy-in procedure to such participant by notifying the latter and Borsa Italiana, using the attached form referred to in Article IA.7.6.2, paragraph 1, and filling in the pass-on section as well.
2. The seller shall notify the other participant and Borsa Italiana of the details of the execution of the buy-in, using the attached form referred to in Article IA.7.6.2, paragraph 5, and filling in the pass-on section as well. The seller shall also indicate any price differential between the original contract and the buy-in contract. If the differential is negative, it shall be payable by the other participant and in the cases in which the buy-in agent is unable to purchase the securities by the end-of-validity date of the original contract, the other participant is required to make the cash settlement referred to in Article IA.7.6.2, paragraph 7.

**Article IA.7.6.6**  
**(Sell-out procedure)**

1. The seller shall initiate the sell-out procedure by appointing an intermediary (the sell-out agent) to execute the sell out and sending a sell-out notice to the buyer. The seller shall notify Borsa Italiana of the start of the procedure using the attached form.
2. Sell-out notices may be sent from 10.00 hours of the third subsequent day of the original settlement day (if the notice is sent after such time, it shall be deemed to have been sent on the following day). If the buyer fails to settle the original transaction by the second day subsequent to the day on which the sell-out notice was sent (the sell-out execution day), the sell-out agent shall sell the securities in order to deliver the cash amount to the seller and notify the same of the details of the transaction concluded. If the sell-out agent is unable to sell some or all of the securities on the sell-out execution day, they may be sold on the following days.
3. In the sell-out notice the seller shall give the name of the sell-out agent, who, except in the case referred to in Article IA.7.6.8, shall execute the sell out according to the time limits and in the manner established in the following paragraphs.
4. The sell-out must be executed on the SEDEX market, unless provided for otherwise by Borsa Italiana, which shall take account of the features of the financial instrument and the ways in which it is traded.
5. Upon receiving the notification referred to in paragraph 2, the seller, using the attached form, shall notify the buyer and Borsa Italiana of the details of the execution of the sell-out and indicate any price differential between the original contract and the sell-out contract. If the price of the sell-out contract is lower than the price of the original contract, the differential shall be payable by the buyer.
6. At the sell-out execution date, the seller and the buyer shall delete the settlement instructions of the original contract from the settlement system. Upon execution of the sell out the seller shall send the settlement instructions in favour of the sell-out agent to the settlement system for the settlement with the same value date of the quantity and the value in euro of the sell-out transaction. The seller shall notify Borsa Italiana of the sending of the settlement instructions. In the case referred to in paragraph 5, the buyer shall send the settlement system instructions in favour of the seller for payment of the differential with the same value date as the settlement of the sell-out transaction. The buyer shall notify Borsa Italiana accordingly. If the sell-out agent does not execute the sell out before the maturity of the securities, it is due to the seller the difference between the price of the original contract price and the redemption value, taking into account any periodic amounts paid during the period.

**Article IA.7.6.7**  
**(Sell-out agent)**

1. Pursuant to Article IA.7.6.6, paragraph 1, the seller shall appoint an intermediary to sell the securities (the sell-out agent) from among the intermediaries admitted to trading on the markets managed by Borsa Italiana. If no such intermediary accepts to act as sell-out agent, Borsa Italiana shall make the appointment on its own authority.
2. The sell-out agent is chosen among the intermediaries admitted to trading on the markets managed by Borsa Italiana which do not control or are not controlled, directly or indirectly, from the buyer by and that do not belong to the same group.
3. The seller or Borsa Italiana where it made the appointment on its own authority may revoke the appointment of a sell-out agent who fails to execute the sell out and appoint another. The seller shall give the buyer and Borsa Italiana, except where it made the appointment on its own authority, at least one day's notice of the revocation and of the appointment of another sell-out agent.

**Article IA.7.6.8**  
**(Delivery of cash during the sell-out procedure)**

1. The buyer may settle the original contract by delivering the cash due up to the second on the day subsequent to the date on which the sell-out notice was sent. The seller shall inform the sell-out agent accordingly. In such case the sell-out procedure shall be immediately cancelled.

**SEDEX MARKET  
BUY-IN [SELL-OUT] NOTICE**

\_\_\_\_\_ (place); \_\_\_\_\_ (date)

**ADDRESSEE (SELLER) [BUYER]**

Name of company: \_\_\_\_\_

**C.C.**

Borsa Italiana SpA  
Market Surveillance Unit  
Tel.: +39 02 7242.6327  
Fax: +39 02 867422

**Subject: Buy-in [Sell-out] notice**

This buy-in [sell-out] notice is to inform you, as provided for by the Rules and Instructions of the markets organised and managed by Borsa Italiana S.p.A., of the decision to initiate the buy-in [sell-out] procedure against your company with reference to the failure to deliver the subject securities [cash] of the following contract concluded on the SEDEX market:

- NOR number of the settlement operation: \_\_\_\_\_
- Counterparty (CED Code): \_\_\_\_\_
- ISIN code of the financial instrument: \_\_\_\_\_
- Description of the financial instrument: \_\_\_\_\_
- Conclusion date: \_\_\_/\_\_\_/\_\_\_\_\_ (day/month/year)
- Settlement date: \_\_\_/\_\_\_/\_\_\_\_\_ (day/month/year)
- Quantity: \_\_\_\_\_
- Price: \_\_\_\_\_
- Value: \_\_\_\_\_

The buy-in [sell-out] procedure will be executed if the securities [cash] are not delivered within the time limits set out in the Instructions accompanying the Rules for the Market organised and managed by Borsa Italiana.

The buy-in [sell-out] procedure will be handled by the following Buy-in [Sell-out] Agent (name of company): \_\_\_\_\_

**PASS-ON** (if applicable) of the buy.in procedure

This is to inform you that the Buyer is subject, for the financial instrument in question, to a buy-in procedure initiated by \_\_\_\_\_ (specify only in the copy for Borsa Italiana), which has appointed \_\_\_\_\_ to act as Buy-in Agent.

Signature

**SENDER (BUYER) [SELLER]**

Company name: \_\_\_\_\_  
Company address: \_\_\_\_\_



CED Code: \_\_\_\_\_  
First name: \_\_\_\_\_  
Family name: \_\_\_\_\_  
Role in company: \_\_\_\_\_  
Tel.: \_\_\_\_\_  
Mobile phone (optional): \_\_\_\_\_  
Fax: \_\_\_\_\_  
E-mail: \_\_\_\_\_

DETAILS OF THE BUYER [SELLER] 'S SETTLEMENT AGENT [IF ANY]

Company name: \_\_\_\_\_  
Company address: \_\_\_\_\_  
CED Code: \_\_\_\_\_

**SEDEX MARKET  
NOTICE OF EXECUTION OF BUY-IN[SELL-OUT] PROCEDURE**

\_\_\_\_\_ (place); \_\_\_\_\_ (date)

**ADDRESSEE (SELLER) [BUYER]**

Name of company: \_\_\_\_\_

C.C.

Borsa Italiana SpA

Market Surveillance Unit

Tel.: +39 02 7242.6327

Fax: +39 02 867422

***Subject: Notice of execution of buy-in [sell-out] procedure***

This is to inform you, as provided for by the Rules and Instructions of the markets organised and managed by Borsa Italiana S.p.A., of the details of the execution of the buy-in [sell-out] procedure initiated against your company with reference to the failure to deliver the securities [cash] referred to in the buy-in [sell-out] notice sent on \_\_\_/\_\_\_/\_\_\_\_ (day/month/year).

The buy-in [sell-out] has been executed at the following conditions:

- NOR number of the settlement operation: \_\_\_\_\_
- ISIN code of the financial instrument: \_\_\_\_\_
- Description of the financial instrument: \_\_\_\_\_
- Execution date of the purchase [sale]: \_\_\_/\_\_\_/\_\_\_\_ (day/month/year)
- Settlement date of the purchase [sale]: \_\_\_/\_\_\_/\_\_\_\_ (day/month/year)
- Quantity: \_\_\_\_\_
- Price: \_\_\_\_\_
- Value: \_\_\_\_\_

Amount still to be bought [sold] in, if any: \_\_\_\_\_

The buy-in [sell-out] procedure was handled by the following Buy-in [Sell-out] Agent (name of company): \_\_\_\_\_

**SETTLEMENT OF THE CASH DIFFERENTIAL**

The recipient of this notice is requested to pay the cash differential between the price of the original failed transaction and the price of the buy-in [sell-out] transaction. It should be noted that the cash differential is to be settled only if it is in favour of the original buyer [seller].

The cash differential must be paid on (the settlement date of the buy-in [sell-out] transaction) \_\_\_/\_\_\_/\_\_\_\_ (day/month/year) by introducing the compensation in the X-TRM system in favour of : \_\_\_\_\_ (specify the account details) \_\_\_\_\_

Amount of the cash differential: \_\_\_\_\_

**PASS-ON** (if applicable) of the buy-in procedure

This is to inform you that the Buyer is subject, for the financial instrument in question, to a buy-in procedure initiated by \_\_\_\_\_ (specify name of company only in the copy for Borsa Italiana), which has appointed \_\_\_\_\_ to act as Buy-in Agent.

Signature

**SENDER (BUYER) [SELLER]**

Company name: \_\_\_\_\_  
Company address: \_\_\_\_\_  
CED Code: \_\_\_\_\_  
First name: \_\_\_\_\_  
Family name: \_\_\_\_\_  
Role in company: \_\_\_\_\_  
Tel.: \_\_\_\_\_  
Mobile phone (optional): \_\_\_\_\_  
Fax: \_\_\_\_\_  
E-mail: \_\_\_\_\_

**DETAILS OF THE BUYER [SELLER] 'S SETTLEMENT AGENT [IF ANY]**

Company name: \_\_\_\_\_  
Company address: \_\_\_\_\_  
CED Code: \_\_\_\_\_

## **TITLE IA.8**

### **ETFPLUS MARKET**

#### **CHAPTER IA.8.1 – CLEARING, GUARANTEE AND SETTLEMENT**

##### **Article IA.8.1.1** **(Clearing and guarantee systems, settlement systems and terms)**

1. Purchase and sale contracts concluded on the ETFplus market shall be via the settlement system managed by Monte Titoli S.p.A.
2. The purchase and sale contracts shall be settled:
  - a) the second open TARGET calendar day following their conclusion for index ETFs, structured ETFs, actively managed ETFs and securitised derivative financial instruments;
  - b) the third trading day following their conclusion for open-end CIUs other than ETFs and excluding the days when the NAV is not calculated, reported by the issuer according the Article IA.2.1.11, paragraph 1, letter b) of the Instructions.
3. Purchase and sale contracts concluded on the ETFplus market, except for purchase and sale contracts concluded in the *open-end CIU segment*, shall be cleared and guaranteed by Cassa di Compensazione e Garanzia S.p.A.

## CHAPTER IA.8.2 – SEGMENTATION

### Article IA.8.2.1

#### **(Determination of the market segments)**

1. Financial instruments are divided into the following market segments:

- a) “segment for index ETFs”;
- b) “segment for structured ETFs”;
- c) “segment for actively managed ETFs”;
- d) “segment for securitised derivative financial instruments (ETCs/ETNs)”;
- e) “open-end CIUs segment”
- f) “segment for ETFs/AIFs”

The division between the segments shall be effected on the basis of the characteristics of the financial instruments, according to the following criteria:

- a) “segment for index ETFs”  
divided into the following classes:
  - class 1: ETFs whose reference index is bond based;
  - class 2: ETFs whose reference index is equity based;
- b) “segment for structured ETFs”  
divided into the following classes:
  - class 1: structured ETFs without a leverage effect;
  - class 2: structured ETFs with a leverage effect;
- c) “segment for actively managed ETFs”  
divided into the following classes:
  - class 1: bond-based actively managed *ETFs*;
  - class 2: equity-based actively managed *ETFs*;
  - class 3: structured actively managed *ETFs* ;
- d) “segment securitised derivative financial instruments (ETCs/ETNs)”  
divided into the following classes:
  - class 1: securitised derivative financial instruments (ETCs/ETNs) without a leverage effect;
  - class 2: securitised derivative financial instruments (ETCs/ETNs) with maximum leverage effect equal to 2;
  - class 3: securitised derivative financial instruments (ETCs/ETNs) with leverage effect greater than 2.
- e) “segment for open-end CIUs”, in which shares/units of open-end CIUs other than ETFs are traded.
- f) “segment for ETFs/AIFs” in which are traded units or shares of AIFs characterized by an investment policy that reflect the performance of the

underlying assets and/or is characterized by contract safeguards that enable market prices to be aligned with the NAV and, where applicable, the iNAV.

## CHAPTER IA.8.3 – TRADING METHODS

### Article IA.8.3.1 (Trading methods)

1. Trading in the segments of the ETFplus market referred to in article IA.8.2.1, paragraph 1, subparagraphs a) through d), shall be in the following hours:

9.00 – 17.30 continuous trading

17.30 – 17.35 (17.35.00 – 17.35.59) closing auction (pre-auction, validation and closing and conclusion of contracts)

Pursuant to article 4.3.3 of the Rules, the pre-auction phase may end within the last minute of the phase itself.

2. Trading in the segment of the ETFplus market referred to in article IA.8.2.1, paragraph 1, subparagraph (e) shall be as specified in Article 4.3.13 of the Rules in the following hours:

08.00 – 11.00 (11.00.00– 11.00.59) entry of orders

Contracts shall be concluded within the last minute of the trading hours specified.

### Article IA.8.3.2 (Orders)

1. The maximum duration that may be specified for “Good till date” orders shall be 30 days.
2. The validity parameter “good till cancelled” cannot be used.
3. In the case of iceberg orders referred to in Article 4.3.2, paragraph 4, of the Rules, the partial displayed quantity must be at least equal to  $0.1 \times \text{EMS}$ , except as provided for otherwise in the Notice announcing the start of trading.

### Article IA.8.3.3 (Cross orders and Block trades)

1. Pursuant to Article 4.3.6, paragraphs 1 and 2, of the Rules, where it is not possible to determine the current volume-weighted average spread, the difference of the price from the dynamic price shall not exceed the limits as per paragraph 2, letter b) of this Article.
2. Pursuant to Article 4.3.6, paragraph 3, of the Rules, “committed cross” and “internal cross” orders may be entered with the aim of concluding contracts at a price outside the current volume-weighted average spread, or the spread established as per paragraph 1:

- a) The order quantity is equal or more than:

- 2\* EMS in the case of index ETFs, *class 1* and actively managed ETFs *class 1*; and
  - 4\*EMS; in the case of ETFs of segments and/or of classes other than those listed above;
- b) The difference between the order price and the best prices on the trading book does not exceed the following limits:
- 2 per cent, in case of index ETFs, *class 1* and actively managed ETFs, *class 1*;
  - 2.5 per cent, in case of index ETFs, *class 2*, structured ETFs, *class 1* and actively managed ETFs, *class 2* and *class 3*;
  - 5 per cent, in case of structured ETFs, *class 2* and securitised derivative financial instruments, *class 1* and *class 2*;
  - 7.5 per cent, in case of securitised derivative financial instruments, *class 3*.
3. In consideration of the conditions of the market and after notifying Consob, Borsa Italiana may modify, on a general basis or taking into account specific categories of financial instruments or particular financial instruments, the order quantities and/or the differences above specified and inform the public with Notice.

#### **Article IA.8.3.4 (RFQ)**

1. Pursuant to Article 4.3.7, paragraph 7, of the Rules, RFQ offers may be entered for the purposes of concluding contracts, if:
- a) the quantity referred to in the contract is equal to or greater than:
- 2\* EMS in the case of index ETFs, *class 1* and actively managed ETFs *class 1*; and
  - 4\*EMS; in the case of ETF of segments and/or of classes other than those listed above;
- b) the difference between the contract price and the best prices, or, in absence of bids or offers, between the contract price and the dynamic price shall not exceed the following limits:
- 2 per cent, in case of index ETFs, *class 1* and actively managed ETFs, *class 1*;
  - 2.5 per cent, in case of index ETFs, *class 2*, structured ETFs, *class 1* and actively managed ETFs, *class 2* and *class 3*;
  - 5 per cent, in case of structured ETFs, *class 2* and securitised derivative financial instruments, *class 1* and *class 2*;
  - 7.5 per cent, in case of securitised derivative financial instruments, *class 3*.
2. RFQs may be anonymous or non-anonymous, at the requesting intermediary's discretion.
3. Non-anonymous RFQs may be addressed to a maximum number of



intermediaries authorized to respond, as established in the Guide to Parameters. In such cases, intermediary authorized to respond are selected by the requesting intermediary.

4. Market intermediaries authorized to respond to RFQs shall avail themselves of the “*quote response*” function for such purpose.
5. Responses to the RFQ shall be entered for a quantity at least equal to that of the RFQ.

**Article IA.8.3.5**  
**(Prices of orders)**

1. The prices of orders entered in the segments, other than the *segment for open-end CIUs*, may be multiples of the ticks established for each financial instrument and Stock Exchange session in relation to the prices of the orders entered, as follows:

Price of the orders entered (euro)	Tick
Less than or equal to 0.2500	0.0001
0.2501 – 1.0000	0.0005
1.0001 – 2.0000	0.0010
2.0001 – 5.0000	0.0025
5.0001 – 50.0000	0.0050
more than 50.0000	0.0100

2. Execution of the RFQs referred to in Article 4.3.2, paragraph 4, letter c) of the Rules may result in the conclusion of contracts at prices with differences other than the ticks referred to in paragraph above.
3. Borsa Italiana, taking into account the unit value of the financial instruments traded in the ETFplus market, may establish a different tick from that specified in paragraph 1; it shall announce such ticks in a Notice.

**Article IA.8.3.6**  
**(Duration of suspensions)**

1. The duration of the automatic suspension of trading for an overshoot of the price variation limits referred to in Article 4.3.12, paragraph 2, of the Rules shall be 2 minutes.
2. Where exceeding of the limits specified in the article 4.3.12, paragraph 1, letters b) and c) or the Rules takes place in the last 2 minutes of the continuous trading, the suspension of the continuous trading determines automatically the initiation of the close-auction phase.
3. The duration of the volatility auction phase, referred to in Article 4.3.3 paragraph 5 of the Rules shall be equal to 2 minutes, plus a variable interval of up to one minute, determined automatically on a random basis by the trading system. Such auction phase may be activated only once.

### **Article IA.8.3.7**

#### ***(Extraordinary intervention of Borsa Italiana on contracts concluded in the open-end CIUs segment)***

1. In cases where the issuer, in fulfilment of the obligation under article IA.2.1.11, paragraph 5, informs of the communication of a wrong NAV and subsequently communicates the correct NAV by 14.00 o'clock of the second day following the day of execution, the related contracts will be adjusted to the correct NAV (accordingly with the dispositions applicable to the CIU) and forwarded to the settlement systems so as to allow compliance with the settlement terms envisaged.
2. If the communication of the correct NAV is made after the terms referred to in paragraph 1, the related contracts will be settled on the basis of the NAV originally communicated by the issuer. In such cases the counterparties shall provide for the entering of adjustment instructions (compensation) in the settlement systems, based on the correct NAV (accordingly with the dispositions applicable to the CIU) properly communicated by the issuer and disclosed with notice of Borsa Italiana.
3. The issuer shall promptly inform Borsa Italiana of cases of failure to comply with the obligation to communicate the value of the NAV referred to in article IA.2.1.11, paragraph 5. In such cases, when the NAV is not received by 16.00 o'clock of the second day following the day of execution, the related concluded contracts will be cancelled. Borsa Italiana announces the decision in a Notice.
4. The calculation of the days referred to in paragraphs 1 and 3 of this Article shall be made on the basis of trading days and excluding the days when the NAV is not calculated, reported by the issuer according the Article IA.2.1. 11, paragraph 1, letter b) of the Instructions.
5. The issuer is subject to article 2.6.10 of the Rules.

## CHAPTER IA.8.4 – OBLIGATIONS OF ETFPLUS SPECIALISTS

### Article IA.8.4.1

#### *(Obligations of ETFplus specialists)*

1. Trading on the ETFplus market shall be supported by at least one specialist, which is required to undertake the liquidity of the financial instruments traded therein.
2. The specialists shall enter exclusively the quote type of orders to perform the obligations under the following paragraphs.
3. The minimum quantity of each order is specified in the Guide to the Parameters.
4. The maximum spread, calculated as the ratio of the difference between the bid and ask prices to half their sum and the minimum lot shall be determined taking into account the distribution and features of the financial instruments and whether they are listed on other markets.
5. Specialists are required to re-enter bids and offers within 5 minutes of the conclusion of a contract as a result of their execution in the electronic system.
6. At the written request of specialists, Borsa Italiana may temporarily suspend or reduce their obligations where circumstances documented by the specialist prejudice compliance therewith.
7. Borsa Italiana shall verify that specialists fulfil their obligations.
8. Borsa Italiana, in evaluating possible violations of the obligations, shall also take account of values of the  $\varepsilon$  indicator referred to in Article.10.1.1, paragraph 1(a), of less than 90%.
9. Once a month Borsa Italiana shall rank the specialists on the basis of the  $\varepsilon$  indicator and inform each specialist of the value of its indicator and position in the ranking.
10. The party that terminates the contract with the specialist following a breach of the contract by the other party must notify Borsa Italiana in writing at least one month before the effective date of the termination. In all other cases of termination of the relationship with the specialist Borsa Italiana must be notified in writing at least three months before the effective date of the termination. Borsa Italiana may accept shorter notice if the continuity of the specialist function is ensured by another entity entering into the undertakings referred to in paragraph 1.

## **CHAPTER IA.8.5 MANAGEMENT PROCEDURES FOR FAILED TRANSACTIONS IN CASE OF CORPORATE EVENTS**

### **Article IA.8.5.1**

#### ***(Management procedures for failed transactions in case of corporate events)***

1. In the event that purchase and sale contracts on guaranteed financial instruments are not settled within the prescribed time limits (failed transactions) and a capital corporate event occurs in the meantime, the discipline provided for by the clearing and guarantee system identified pursuant to Article 4.1.2 of the Rules applies.
2. In cases of corporate events which provides for the in bonis buyer the possibility to notify an intention, among which optional conversion of shares into another class, the in bonis buyer may request the in malis seller the exercise of the option derived from the corporate action on the purchased instrument (so called buyer protection), notifying it to the market.

For the purpose of buyer protection request, the form available in the website of the settlement system shall be used. Also, the counterparties, directly or through the intermediaries that settle respectively on their behalf, shall insert in the settlement system the settlement instruction on the resulting and possibly cancel the original settlement instruction.

**CHAPTER IA.8.6 – MANDATORY EXECUTION PROCEDURE FOR CONTRACTS CONCLUDED ON THE ETFPLUS MARKET**

**Article IA.8.6.1**

***(Start of the mandatory execution procedure)***

1. Pursuant to article 4.1.2, paragraph 6, of the Rules, in the event that purchase and sale contracts are not settled within three days of the prescribed settlement date for lack of the securities, in the *open-end CIU segment* the buyer may initiate the mandatory execution (buy-in) procedure referred to in Article IA.8.6.2 against the non-performing seller (liable party). The request of initiation of the mandatory execution (buy-in) procedure shall take account of the eventual buyer protection and of the features of the financial instrument.
2. Pursuant to article 4.2.1, paragraph 6, of the Rules, in the event that purchase and sale contracts are not settled at the prescribed settlement date for lack of cash, the seller may initiate the mandatory execution (sell-out) procedure referred to in Article IA.8.6.6 against the non-performing buyer (liable party).
3. The calculation of the days for the buy-in and sell-out procedures shall be based on the market calendar.
4. The notifications referred to in the following articles shall be made by fax.
5. Pursuant to Article 4.1.2, paragraph 6, of the Rules, the procedures contained in the Cassa di Compensazione e Garanzia Regulations shall apply to the contracts guaranteed by the clearing and guarantee system referred to in Article IA.8.1.1, paragraph 3.

**Article IA.8.6.2**

***(Buy-in procedure)***

1. The buyer shall initiate the buy-in procedure by appointing an intermediary (the buy-in agent) to execute the buy-in and sending a buy-in notice to the seller. The buyer shall notify Borsa Italiana of the start of the procedure using the attached form. Buy-in notices may be sent from the end of the settlement of the third day subsequent to the original settlement day (by 18.00; if the notice is sent after such time, it shall be deemed to have been sent on the following day).
2. In the buy-in notice the buyer shall give the name of the buy-in agent, who, except in the case referred to in Article IA.8.6.4, shall execute the buy-in according to the time limits and in the manner established in the following paragraphs.
3. If the seller fails to settle the original transaction by the fourth day subsequent to the day on which the buy-in notice was sent (the expiration day), on the following day (the buy-in execution day) the buy-in agent shall purchase the securities to be delivered to the buyer and notify the same of the details of the transaction

concluded. If the buy-in agent is unable to purchase some or all of the securities on the buy-in execution day, they may be purchased on the following days.

4. The buy-in must be executed on the ETFplus market, unless specified otherwise by Borsa Italiana, which shall take account of the features of the financial instrument and the ways in which it is traded.
5. Upon receiving the notification referred to in paragraph 3, the buyer shall notify the seller and Borsa Italiana of the details of the execution of the buy-in and indicate any price differential between the original contract and the buy-in contract. If the price of the buy-in contract is higher than the price of the original contract, the differential shall be payable by the seller.
6. At the buy-in execution date Borsa Italiana shall request Monte Titoli S.p.A. to delete the settlement instructions of the original contract from the settlement system. Upon execution of the buy-in the buyer shall send the settlement instructions in favour of the buy-in agent to the settlement system for the settlement of the quantity and value in euro of the buy-in transaction and with the same value date. The buyer shall notify Borsa Italiana of the sending of the settlement instructions. In the case referred to in paragraph 5, the seller shall send the settlement system instructions in favour of the buyer for payment of the differential with the same value date as the settlement of the buy-in transaction. The seller shall notify Borsa Italiana accordingly.
7. Whenever within 10 days calculated starting from the settlement date of the original contract, included the cases in which the buy-in agent is unable to purchase the securities by such time limit, the seller must pay the buyer an amount equal to the differential, if positive, between the valuation of the securities on the end-of-validity day and the original value of the contract (cash settlement).

### **Article IA.8.6.3** ***(Buy-in agent)***

1. Pursuant to Article IA.8.6.2, paragraph 1, the buyer shall appoint an intermediary to purchase the securities (the buy-in agent) from among the intermediaries admitted to trading on the markets managed by Borsa Italiana. If no such intermediary accepts to act as buy-in agent, Borsa Italiana shall make the appointment on its own authority.
2. The buyer or Borsa Italiana where it made the appointment on its own authority may revoke the appointment of a buy-in agent that fails to execute the buy-in and appoint another. The buyer shall give the seller and Borsa Italiana, except where it made the appointment on its own authority, at least one day's notice of the revocation and of the appointment of another buy-in agent.

### **Article IA.8.6.4** ***(Delivery of the securities during the buy-in procedure)***

1. The seller may settle the original contract by delivering the securities due up to the fourth day subsequent to the day on which the buy-in notice was sent. The buyer shall inform the buy-in agent accordingly. In such case the buy-in procedure shall be immediately cancelled.

**Article IA.8.6.5**  
**(Pass-on)**

1. Upon receiving a buy-in notice, a seller who has not settled an *open-end-CIU segment* contract concluded for own account within the prescribed settlement time limits because another participant on the ETFplus market has failed to settle may transfer the effects of the buy-in procedure to such participant by notifying the latter and Borsa Italiana, using the attached form referred to in Article IA.8.6.2, paragraph 1, and filling in the pass-on section as well.
2. The seller shall notify the other participant and Borsa Italiana of the details of the execution of the buy-in, using the attached form referred to in Article IA.8.6.2, paragraph 5, and filling in the pass-on section as well. The seller shall also indicate any price differential between the original contract and the buy-in contract. If the differential is negative, it shall be payable by the other participant and in the cases in which the buy-in agent is unable to purchase the securities by the end-of-validity date of the original contract, the other participant is required to make the cash settlement referred to in Article IA.8.6.2, paragraph 7.

**Article IA.8.6.6**  
**(Sell-out procedure)**

1. The seller shall initiate the sell-out procedure by appointing an intermediary (the sell-out agent) to execute the sell out and sending a sell-out notice to the buyer. The seller shall notify Borsa Italiana of the start of the procedure using the attached form. Sell-out notices may be sent from the end of the original settlement day (by 18.00; if the notice is sent after such time, it shall be deemed to have been sent on the following day).
2. In the sell-out notice the seller shall give the name of the sell-out agent, which, except in the case referred to in Article IA.8.6.8, shall execute the sell out according to the time limits and in the manner established in the following paragraphs.
3. If the buyer fails to settle the original transaction by 10.00 on the day subsequent to the day on which the sell-out notice was sent (the sell-out execution day), the sell-out agent shall sell the securities in order to deliver the cash amount to the seller and notify the same of the details of the transactions concluded. If the sell-out agent is unable to sell some of all of the securities on the sell-out execution day, they may be sold on the following days.
4. The sell-out must be executed on the ETFplus market, unless specified otherwise by Borsa Italiana, which shall take account of the features of the financial instrument and the ways in which it is traded.
5. Upon receiving the notification referred to in paragraph 3, the seller, using the attached form, shall notify the buyer and Borsa Italiana of the details of the execution of the sell-out and indicate any price differential between the original

contract and the sell-out contract. If the price of the sell-out contract is lower than the price of the original contract, the differential shall be payable by the buyer.

6. At the sell-out execution date Borsa Italiana shall request Monte Titoli S.p.A. to delete the settlement instructions of the original contract from the settlement system. Upon execution of the sell out, the seller shall send the settlement instructions in favour of the sell-out agent to the settlement system for the settlement of the quantity and value in euro of the sell-out transaction and with the same value date. The seller shall notify Borsa Italiana of the sending of the settlement instructions. In the case referred to in paragraph 5, the buyer shall send the settlement system instructions in favour of the seller for payment of the differential with the same value date as the settlement of the sell-out transaction. The buyer shall notify Borsa Italiana accordingly.

**Article IA.8.6.7**  
***(Sell-out agent)***

1. Pursuant to Article IA.8.6.6, paragraph 1, the seller shall appoint an intermediary to sell the securities (the sell-out agent) from among the intermediaries admitted to trading on the markets managed by Borsa Italiana. If no such intermediary accepts to act as sell-out agent, Borsa Italiana shall make the appointment on its own authority.
2. The seller or Borsa Italiana where it made the appointment on its own authority may revoke the appointment of a sell-out agent who fails to execute the sell out and appoint another. The seller shall give the buyer and Borsa Italiana, except where it made the appointment on its own authority, at least one day's notice of the revocation and of the appointment of another sell-out agent.

**Article IA.8.6.8**  
***(Delivery of cash during the sell-out procedure)***

1. The buyer may settle the original contract by delivering the cash due up to 10.00 on the day subsequent to the date on which the sell-out notice was sent. The seller shall inform the sell-out agent accordingly. In such case the sell-out procedure shall be immediately cancelled.



**ETFPLUS MARKET  
BUY-IN [SELL-OUT] NOTICE**

\_\_\_\_\_ (place); \_\_\_\_\_ (date)

**ADDRESSEE (SELLER) [BUYER]**

Name of company: \_\_\_\_\_

**C.C.**

Borsa Italiana SpA  
Market Surveillance Unit  
Tel.: +39 02 7242.6327  
Fax: +39 02 867422

**Subject: Buy-in [Sell-out] notice**

This buy-in [sell-out] notice is to inform you, as provided for by the Rules and Instructions of the markets organised and managed by Borsa Italiana S.p.A., of the decision to initiate the buy-in [sell-out] procedure against your company with reference to the failure to deliver the subject securities [cash] of the following contract concluded on the ETFplus market:

- NOR number of the settlement operation: \_\_\_\_\_
- Counterparty (CED Code): \_\_\_\_\_
- ISIN code of the financial instrument: \_\_\_\_\_
- Description of the financial instrument: \_\_\_\_\_
- Conclusion date: \_\_\_/\_\_\_/\_\_\_\_\_ (day/month/year)
- Settlement date: \_\_\_/\_\_\_/\_\_\_\_\_ (day/month/year)
- Quantity: \_\_\_\_\_
- Price: \_\_\_\_\_
- Value: \_\_\_\_\_

The buy-in [sell-out] procedure will be executed if the securities [cash] are not delivered within the time limits set out in the Instructions accompanying the Rules for the Market organised and managed by Borsa Italiana.

The buy-in [sell-out] procedure will be handled by the following Buy-in [Sell-out] Agent (name of company): \_\_\_\_\_

**PASS-ON (if applicable) of the buy.in procedure**

This is to inform you that the Buyer is subject, for the financial instrument in question, to a buy-in procedure initiated by \_\_\_\_\_ (specify only in the copy for Borsa Italiana), which has appointed \_\_\_\_\_ to act as Buy-in Agent.

Signature

**SENDER (BUYER) [SELLER]**

Company name: \_\_\_\_\_

Company address: \_\_\_\_\_  
CED Code: \_\_\_\_\_  
First name: \_\_\_\_\_  
Family name: \_\_\_\_\_  
Role in company: \_\_\_\_\_  
Tel.: \_\_\_\_\_  
Mobile phone (optional): \_\_\_\_\_  
Fax: \_\_\_\_\_  
E-mail: \_\_\_\_\_

DETAILS OF THE BUYER [SELLER] 'S SETTLEMENT AGENT [IF ANY]

Company name: \_\_\_\_\_  
Company address: \_\_\_\_\_  
CED Code: \_\_\_\_\_

**ETFPLUS MARKET  
NOTICE OF EXECUTION OF BUY-IN[SELL-OUT] PROCEDURE**

\_\_\_\_\_ (place); \_\_\_\_\_ (date)

**ADDRESSEE (SELLER) [BUYER]**

Name of company: \_\_\_\_\_

**C.C.**

Borsa Italiana SpA  
Market Surveillance Unit  
Tel.: +39 02 7242.6327  
Fax: +39 02 867422

**Subject: Notice of execution of buy-in [sell-out] procedure**

This is to inform you, as provided for by the Rules and Instructions of the markets organised and managed by Borsa Italiana S.p.A., of the details of the execution of the buy-in [sell-out] procedure initiated against your company with reference to the failure to deliver the securities [cash] referred to in the buy-in [sell-out] notice sent on \_\_\_/\_\_\_/\_\_\_\_ (day/month/year).

The buy-in [sell-out] has been executed at the following conditions:

- NOR number of the settlement operation: \_\_\_\_\_
- ISIN code of the financial instrument: \_\_\_\_\_
- Description of the financial instrument: \_\_\_\_\_
- Execution date of the purchase [sale]: \_\_\_/\_\_\_/\_\_\_\_ (day/month/year)
- Settlement date of the purchase [sale]: \_\_\_/\_\_\_/\_\_\_\_ (day/month/year)
- Quantity: \_\_\_\_\_
- Price: \_\_\_\_\_
- Value: \_\_\_\_\_

Amount still to be bought [sold] in, if any: \_\_\_\_\_

The buy-in [sell-out] procedure was handled by the following Buy-in [Sell-out] Agent (name of company): \_\_\_\_\_

**SETTLEMENT OF THE CASH DIFFERENTIAL**

The recipient of this notice is requested to pay the cash differential between the price of the original failed transaction and the price of the buy-in [sell-out] transaction. It should be noted that the cash differential is to be settled only if it is in favour of the original buyer [seller].

The cash differential must be paid on (the settlement date of the buy-in [sell-out] transaction) \_\_\_/\_\_\_/\_\_\_\_ (day/month/year) by introducing the compensation in the X-TRM system in favour of : \_\_\_\_\_ (specify the account details) \_\_\_\_\_

Amount of the cash differential: \_\_\_\_\_

PASS-ON (if applicable) of the buy-in procedure

This is to inform you that the Buyer is subject, for the financial instrument in question, to a buy-in procedure initiated by \_\_\_\_\_ (specify name of company only in the copy for Borsa Italiana), which has appointed \_\_\_\_\_ to act as Buy-in Agent.

Signature

SENDER (BUYER) [SELLER]

Company name: \_\_\_\_\_

Company address: \_\_\_\_\_

CED Code: \_\_\_\_\_

First name: \_\_\_\_\_

Family name: \_\_\_\_\_

Role in company: \_\_\_\_\_

Tel.: \_\_\_\_\_

Mobile phone (optional): \_\_\_\_\_

Fax: \_\_\_\_\_

E-mail: \_\_\_\_\_

DETAILS OF THE BUYER [SELLER] 'S SETTLEMENT AGENT [IF ANY]

Company name: \_\_\_\_\_

Company address: \_\_\_\_\_

CED Code: \_\_\_\_\_

## **TITLE IA.9**

### **DERIVATIVES MARKET (IDEM)**

#### **CHAPTER IA.9.1 - DERIVATIVE CONTRACTS ADMITTED TO TRADING**

##### **Article IA.9.1.1** **(FTSE MIB index futures)**

1. The futures contract based on the FTSE MIB index (hereinafter the “FTSE MIB index futures” contract) shall be admitted to trading on the IDEM market.
2. FTSE MIB index (base 31 December 1997 = 24,402) is composed by Italian and foreign shares listed on the stock exchange, selected on the basis of liquidity, capitalisation, free float. It is calculated and disseminated at fifteen-second intervals from the start of continuous trading of the MTA market on the basis of the prices of the latest contracts concluded.
3. The value of the FTSE MIB index futures contract, quoted in index points, shall be the product of its price and the value of each index point, equal to 5 euro.  
The tick for the contract shall be equal to five index points.
4. FTSE MIB index futures contracts shall be available with maturities in the months of March, June, September and December. In each trading session, the four quarterly maturities shall be quoted. The maturity day shall be the third Friday of the maturity month; where this is a non-trading day, the maturity day shall be the first trading day before such day. Trading in the nearest maturity shall end at 09.05 on the maturity day. The new maturity shall be quoted from the first subsequent trading day.
5. The clearing and settlement of contracts shall take place according to the procedures and time limits established in the provisions of the management company of the clearing and guarantee system referred to in Article IA.9.2.10.  
The FTSE MIB index futures contract shall not provide for delivery at maturity of the securities making up the FTSE MIB index.
6. On the last day of trading, the positions still open at the close shall be settled in cash on the basis of the settlement price, which shall be equal to the value of the FTSE MIB index calculated on the opening auction prices recorded on the last day of trading of the financial instruments making up in the index.  
Where the opening-auction prices of one or more of the financial instruments making up the index cannot be determined pursuant to Article 4.3.3 of the Rules or it is reasonably certain that there will be no trading in one or more instruments making up the index during the session, in order to establish the settlement price, Borsa Italiana shall take as the price of such financial instruments the price of the last contract concluded on the previous session. Borsa Italiana may establish a different price taking account of any other objective elements that may be available.

### **Article IA.9.1.2**

#### ***(Futures on the FTSE MIB stock index – FTSE MIB index mini-futures)***

1. The futures contract based on the FTSE MIB stock index (hereinafter the “FTSE MIB index mini-futures” contract), whose characteristics are defined in the Article IA.9.1.1, paragraph 2, shall be admitted to trading on the IDEM market.
2. The value of the FTSE MIB index mini-futures contract, quoted in index points, shall be the product of its price and the value of each index point, equal to 1 euro.  
The tick for the contract shall be equal to five index points.
3. FTSE MIB index mini-futures contracts shall be available with maturities in the months of March, June, September and December. In each trading session, the nearest maturity and the first subsequent maturity shall be quoted. The maturity day shall be the third Friday of the maturity month; where this is a non-trading day, the maturity day shall be the first trading day before such day. Trading in the nearest maturity shall end at 09.05 on the maturity day. The new maturity shall be quoted from the first subsequent trading day.
4. The clearing and settlement of contracts shall take place according to the procedures and time limits established in the provisions of the management company of the clearing and guarantee system referred to in Article IA.9.2.10.  
The FTSE MIB index mini-futures contract shall not provide for delivery at maturity of the securities making up the FTSE MIB index.
5. On the last day of trading, the positions still open at the close shall be settled in cash on the basis of the settlement price, which shall be equal to the value of the FTSE MIB index calculated on the opening-auction prices recorded on the last day of trading of the financial instruments making up the index.  
Where the opening-auction prices of one or more of the financial instruments making up the index cannot be determined pursuant to Article 4.3.3 of the Rules or it is reasonably certain that there will be no trading in one or more instruments making up the index during the session, in order to establish the settlement price, Borsa Italiana shall take as the price of such financial instruments the price of the last contract concluded on the previous session. Borsa Italiana may establish a different price taking account of any other objective elements that may be available.

### **Article IA.9.1.3**

#### ***(Futures on the FTSE MIB Dividend index – “FTSE MIB Dividend futures”)***

1. The futures contract based on the FTSE MIB Dividend stock market index (hereinafter the “FTSE MIB Dividend futures” contract) shall be admitted to trading on the IDEM market .
2. The FTSE MIB Dividend index (base 31.12.2009 = 0) refers to the cumulative total of gross ordinary dividends paid in the current calendar year on shares included in the FTSE MIB index. It is calculated and disseminated once a day.

3. The value of the *FTSE MIB Dividend futures* contract, quoted in index points, shall be the product of its price and the value of each index point, equal to 5 euro.  
The tick for the contract shall be one index point.
4. *FTSE MIB Dividend futures* shall be available with maturities in the months of December of the five subsequent years. The maturity day shall be the third Friday of the maturity month; where this is a non-trading day, the maturity day shall be the first trading day before such day. Trading in the nearest maturity shall end at 09.05 on the maturity day. The new maturity shall be quoted from the first subsequent trading day.
5. The clearing and settlement of contracts shall take place according to the procedures and time limits established in the provisions of the management company of the clearing and guarantee system referred to in Article IA.9.2.10.  
The *FTSE MIB Dividend futures* contract provides for settlement by means of payment of the differential in cash.
6. On the last day of trading, the positions still open at the close shall be settled in cash on the basis of the settlement price, which shall be equal to the value of the FTSE MIB Dividend on the day of maturity of the related contract.

#### **Article IA.9.1.4**

##### **(Futures on Dividends– “Single Stock Dividend futures”)**

1. The futures contract based on the gross ordinary dividends paid in the current calendar year of shares of companies listed in European regulated markets (hereinafter the “*Single Stock Dividend futures*” contract) shall be admitted to trading on the IDEM market. Contract shall be admitted with a separate decision.
2. The value of a single stock dividend futures contract shall be equal to the product of its price and the number of shares underlying the individual contract, which shall be established by Borsa Italiana in a Stock Exchange Notice.  
Contracts shall be quoted in euro and the tick shall be 0.0001 euro.
3. The *Single Stock Dividend futures* shall be available with maturities in the months of December of the five subsequent years. The maturity day shall be the third Friday of the maturity month; where this is a non-trading day, the maturity day shall be the first trading day before such day. Trading in the nearest maturity shall end at 09.05 on the maturity day. The new maturity shall be quoted from the first subsequent trading day.
4. The clearing and settlement of contracts shall take place according to the procedures and time limits established in the provisions of the management company of the clearing and guarantee system referred to in Article IA.9.2.10.  
The *Single Stock Dividend futures* contract provides for settlement by means of payment of the differential in cash.
5. On the last day of trading, the positions still open at the close shall be settled in cash on the basis of the settlement price, which shall be equal to the total amount of gross ordinary dividends paid in the current calendar year.
6. Article IA.9.1.13 applies insofar as it is compatible.

**Article IA.9.1.5**  
**(Options on the FTSE MIB stock index)**

1. The options contract based on the FTSE MIB stock index, whose characteristics are defined in the Article IA.9.1.1, paragraph 2, shall be admitted to trading on the IDEM market.
2. Contracts shall be available with monthly or three-month maturities (March, June, September and December), six-month maturities (June and December) and yearly maturities (December), hereinafter called "*MIBO options*" contracts. In each trading session shall be quoted:
  - the two nearest monthly maturities;
  - the four three-month maturities of the current year;
  - the four six-month maturities of the first and second years following the current year;
  - the two yearly maturities of the third and fourth year following the current year for a total of twelve maturities.

The maturity day shall be the third Friday of the maturity month; where this is a non-trading day, the maturity day shall be the first trading day preceding such day. Trading in the nearest maturity shall end at 09.05 on the maturity day. The new maturity shall be quoted from the first subsequent trading day.

3. Contracts shall be admitted to trading with maturity days equal to the 1<sup>st</sup>, 2<sup>nd</sup> and 4<sup>th</sup> Friday of the month and the 5<sup>th</sup> if there is one, hereinafter called "*weekly MIBO options*". Weekly MIBO options shall be admitted to trading on the Thursdays; if a Thursday is not a trading day, the admission day shall be the first trading day subsequent such day. The "*weekly MIBO option*" contract with maturity corresponding to the maturity of the monthly MIBO option is not admitted to trading. The maturity day shall coincide with the Friday of the second week subsequent to the listing of the contract; if a Friday is not a trading day, the maturity day shall be the first trading day before such day. In each trading session shall be quoted the two nearest weekly maturities. Trading shall end at 09.05 on the maturity day.
4. It shall be traded:
  - a) "*MIBO options*":
    - for six-month maturities and yearly maturities (relative to the years following the current year), at least 21 exercise prices for both call and put series, with intervals of 1,000 index points; when the six-month maturities fall within the twelve months (current year), new exercise prices shall be introduced with intervals of 500 index points, up to the trading of at least 15 exercise prices for both the call and put series;
    - for monthly and quarterly maturities (relative to the current year), at least 15 exercise prices for both call and put series, with intervals of 250 index points for the first maturity and 500 index points for the subsequent maturities; on the Thursday of the week preceding the maturity week of monthly MIBO option contract, new exercise prices shall be introduced with intervals of 100



index points, up to the trading of at least 21 exercise prices for both call and put series;

b) “*weekly MIBO options*”:

- for the weekly maturities, at least 21 exercise prices for both call and put series, with intervals of 100 index points.
5. The notional value of the FTSE MIB index options contract shall be equal to the product of the exercise price (in index points) and the value of each index point, equal to 2.5 euro. The FTSE MIB index options contract shall be quoted in index points and the premium tick shall be equal to 1 for the weekly MIBO option contracts referred to in paragraph 4; the premium tick shall be as follows for the MIBO options contracts referred to in paragraph 2:

<i>Value of the premium</i>	<i>Premium tick</i>
1 – 100	1
102 – 500	2
≥ 505	5

6. New exercise prices shall be introduced where the reference value of the FTSE MIB index of the preceding trading day is:
- for call options, higher (lower) than the average of the at-the-money price and the first out-of-(in-)the-money price;
  - for put options, higher (lower) than the average of the at-the-money price and the first in-(out-of-)the-money price.
7. Borsa Italiana may introduce additional strike prices with respect to those referred to in paragraph 4 when it is necessary to ensure regular trading, with account taken of the performance of the underlying index. The strike prices will be generated with the interval specified in paragraph 4 or their multiples for call and put options.
8. The premium shall be settled, exclusively in cash according to methods and timing established in the provisions of the management company of the clearing and guarantee system referred to in Article IA.9.2.10.
9. The FTSE MIB index options contract shall provide the automatic exercise on the maturity day of the option, after the end of the trading (“European” options). At the end of trading of each call (put) option, the positions still open that are in the money – exercise price lower (higher) than the price of the underlying – shall be settled, by sellers paying and buyers receiving the difference between the exercise price and the settlement price. The latter shall be equal to the value of the FTSE MIB index calculated on the first opening-auction prices of the financial instruments that make up the index recorded on the last day of trading.

Where the opening-auction prices of one or more of the financial instruments making up the index cannot be determined pursuant to Article 4.3.3 of the Rules or it is reasonably certain that there will be no trading in one or more instruments making up the index during the session, in order to establish the settlement price, Borsa Italiana shall take as the price of such financial instruments the price of the last contract concluded on the previous session. Borsa Italiana may establish a different price taking account of any other objective elements that may be available.

10. The sales contracts deriving from the exercise at maturity of FTSE MIB index options shall be settled according to methods and timing established in the provisions of the management company of the clearing and guarantee system referred to in Article IA.9.2.10.

#### **Article IA.9.1.6**

##### **(American style stock options with physical delivery)**

1. American style options contracts based on individual shares admitted to trading in Borsa Italiana regulated markets may be admitted to trading in the IDEM market. Contract shall be admitted with a separate decision.
2. The notional value of a contract shall be equal to the product of the exercise price and the number of shares underlying the individual contract, which shall be established by Borsa Italiana in a Stock Exchange Notice. Contracts shall be quoted in euro and the premium tick shall be as follows:

Premium value	Premium tick
Up to 0.005 euro	0.0001 euro
Greater than 0.005 euro	0.0005 euro

3. Contracts shall be available with monthly or three-month maturities (March, June, September and December) and six-month maturities (June and December), hereinafter called "*Stock Option*" contracts. In each trading session the four three-month maturities and the two nearest monthly maturities shall be quoted for each stock option, giving a total of six maturities. In addition the stock options for which are also quoted the four six-months maturities (June and December) of the two years subsequent the current year are established in Stock Exchange Notice, considering the liquidity of the stock options and the interest of the market. The maturity day shall be the third Friday of the maturity month. Where this is a non-trading day, the maturity day shall be the first trading day preceding such day. Trading in a maturing series shall end on the day before its maturity day. The new maturity shall be quoted from the first trading day following the maturity day.
4. Contracts shall be admitted to trading with maturity days equal to the 1<sup>st</sup>, the 2<sup>nd</sup>, the 4<sup>th</sup> Friday of the month and the 5<sup>th</sup> if there is one, hereinafter called "*Weekly stock options*". Borsa Italiana, through a specific Notice, shall identify the contracts which are admitted to trading considering the liquidity of the stock options and the interest of the market. "*Weekly stock option*" contracts shall be admitted to trading on Thursdays; if a Thursday is not a trading day, the admission day shall be the first trading day subsequent such day. The "*weekly stock option*" contract with maturity corresponding to the maturity of the monthly stock option is not admitted to trading. The maturity day shall coincide with the Friday of the second week subsequent the listing of the contract; if a Friday is not a trading day, the maturity day shall be the first trading day before such day.

In each trading session shall be quoted the two nearest weekly maturities. Trading in a maturing series shall end on the day before its maturity day.

5. The following shall be tradable:

a) “*stock options*”

- for the four six-month maturities of more than twelve months, at least 21 exercise prices shall be traded for both the call and the put series, expressed in euro and referred to an individual stock, with intervals indicated in the following table (column C). When six-month maturities fall within the twelve months, new exercise prices shall be introduced, up to at least 15 exercises prices shall be traded for both the call and put series at the intervals indicated in the following table (column B).
- for each maturity up to twelve months (monthly and three-month maturities) at least 15 exercise prices shall be traded for both the call and the put series, expressed in euro and referred to an individual stock, with intervals indicated in the following table (column B); for stock option contracts for which the corresponding weekly stock option contract is admitted to trading, on the Thursday of the week preceding the maturity week of the monthly stock option contract, new exercise prices shall be introduced, up to the trading of at least 21 exercise prices, for both the call and put series at the intervals indicated in the following table (column A).

b) “*weekly stock option*”

- for the first weekly maturity (*Weekly stock option*) at least 21 exercise prices shall be traded for both the call and the put series, expressed in Euro and referred to an individual stock at the intervals indicated in the following table (column A):

<i>Exercise prices (euro)</i>	<b>A</b>	<b>B</b>	<b>C</b>
	<i>Weekly options, 1<sup>st</sup> maturity Intervals (euro)</i>	<i>Maturities up to 12 months Intervals (euro)</i>	<i>Maturities more than 12 months Intervals (euro)</i>
0.0050 - 0.1800	0.0025	0.0050	0.0100
0.1801 - 0.4000	0.0050	0.0100	0.0200
0.4001 – 0.8000	0.0100	0.0200	0.0400
0.8001 – 2.0000	0.0250	0.0500	0.1000
2.0001 - 4.0000	0.0500	0.1000	0.2000
4.0001 - 9.0000	0.1000	0.2000	0.4000
9.0001 - 20.0000	0.2500	0.5000	1.0000
20.0001 - 40.0000	0.5000	1.0000	2.0000
More than 40.0001	1.0000	2.0000	4.0000

Borsa Italiana shall communicate in a Notice the date of cancellation from trading of all the series for which the following conditions are satisfied at the end of trading on the day indicated in the Notice:

- the open interest is nil;

- the open interest of the corresponding put or call option in terms of maturity and exercise price is nil.
6. New exercise prices shall be introduced daily where the reference price of the underlying share is:
    - for call options, higher (lower) than the average of the at-the-money price and the first out-of-(in-)the-money price;
    - for put options, higher (lower) than the average of the at-the-money price and the first in-(out-of-)the-money price.
  7. Borsa Italiana may introduce additional strike prices with respect to those referred to in paragraph 6 when it is necessary to ensure regular trading, with account taken of the performance of the underlying share. The strike prices will be generated with the intervals specified in column A and column B of the table in paragraph 5 for call and put options.
  8. The premium shall be settled, exclusively in cash according to methods and timing established in the provisions of the management company of the clearing and guarantee system referred to in Article IA.9.2.10.
  9. Buyers of call and put options on individual shares may exercise their right on any day between the first trading session of the contract and the maturity day of the option (“American” options). Options may not be exercised for a number of shares smaller than that underlying each contract.
  10. The right to early exercise referred to in the preceding paragraph shall be suspended:
    - a) in the session preceding the day for the distribution of dividends on the share underlying the contract;
    - b) in the session preceding the start of capital operations involving the share underlying the contract;
    - c) on the last day of a tender offer or execution of the purchase obligation referred to in Article 108 of the Consolidated Law on Finance in relation to the underlying financial instrument;
    - d) Where Borsa Italiana adopts a measure suspending the financial instrument underlying the contract it shall specify in the measure whether the exercise of the right is also suspended.
  11. The contract shall provide for delivery at the exercise date of the underlying securities. For the purpose of exercising options at maturity, the management company of the clearing and guarantee system referred to in Article IA.9.2.10 shall compare the settlement price, which is equal to the reference price of the share underlying each contract recorded on the last day of trading with the exercise price of the positions still open, and send the buyer a proposal for the automatic exercise or abandonment of the maturing option. Borsa Italiana may establish a different settlement price taking account of any other objective elements that may be available. Buyers may notify the management company of the clearing and guarantee system referred to in Article IA.9.2.10 up to 08.15 on the maturity day of their intention to abandon or exercise the options for which

such company has proposed, respectively, the exercise or the abandonment. Beyond such time limit, the maturing options shall be automatically abandoned or exercised on the basis of the foregoing proposals.

12. The sales contracts deriving from the exercise, early or at maturity, of options shall be settled via the settlement service referred to in Article 69 of the Consolidated Law on Finance on the second open TARGET calendar day following that on which they are exercised.
13. In the cases where the shares underlying contracts are subject to a complete-acquisition tender offer according to which the bidder becomes holder of more than 90% of the capital or to the execution of the purchase obligation referred to in Article 108 of the Consolidated Law on Finance or foreign equivalent, Borsa Italiana, in order to ensure the orderly performance of trading and of the clearing and guarantee and settlement of contracts, orders the closure and the cash settlement of all the open positions on the basis of the theoretical fair value calculated using the Cox-Ross-Rubinstein binomial model. The method of carrying out the calculation and valuing the variables shall be established on a general basis by Borsa Italiana in the Corporate Action Policy manual.

In cases where at least 33% of the consideration of the tender offer consists of shares of the bidder that is included in the FTSE Italia All Share index, Borsa Italiana may order the substitution of the security to be delivered with that of the bidder.

Borsa Italiana shall notify through Notice to Consob and the market not later than the trading day following the day of the tender offer announcement, the time limits of application of the procedure and the variables known for its application.

14. Where the shares underlying options contracts are subject to a procedure for the revocation of listing or exclusion from trading, Borsa Italiana orders the closure and the cash settlement of all the open positions on the basis of the theoretical fair value calculated using the Cox-Ross-Rubinstein binomial model. The method of carrying out the calculation and valuing the variables shall be established on a general basis by Borsa Italiana in the Corporate Actions Policy manual. Borsa Italiana shall notify through Notice the procedure adopted, the variables known for its application and the related time limits to Consob and the market not later than the trading day following the time the measure providing for the revocation of listing or exclusion from trading is adopted.

#### **Article IA.9.1.7**

##### ***(European style stock options with cash settlement)***

1. Options contracts based on individual shares admitted to trading in Borsa Italiana regulated markets may be admitted to trading in the IDEM market. Contract shall be admitted with a separate decision.
2. The notional value of a contract shall be equal to the product of the exercise price and the number of shares underlying the individual contract, which shall be established by Borsa Italiana in a Stock Exchange Notice.

Contracts shall be quoted in euro and the premium tick shall be as follows:

Premium value	Premium tick
Up to 0.005 euro	0.0001 euro
Greater than 0.005 euro	0.0005 euro

3. Contracts shall be available with monthly or three-month maturities (March, June, September and December) and six-month maturities (June and December), hereinafter called "*Stock Option*" contracts. In each trading session the four three-month maturities and the two nearest monthly maturities shall be quoted for each stock option, giving a total of six maturities. In addition the stock options for which are also quoted the four six-months maturities (June and December) of the two years subsequent the current year are established in Stock Exchange Notice, considering the liquidity of the stock options and the interest of the market. The maturity day shall be the third Friday of the maturity month. Where this is a non-trading day, the maturity day shall be the first trading day preceding such day. Trading in a maturing series shall end on the day before its maturity day. The new maturity shall be quoted from the first trading day following the maturity day.
4. The following shall be tradable:
- for the four six-month maturities of more than twelve months, at least 21 exercise prices shall be traded for both the call and the put series, expressed in euro and referred to an individual stock, with intervals indicated in the following table (column B). When six-month maturities fall within the twelve months, new exercise prices shall be introduced, up to at least 15 exercises prices shall be traded for both the call and put series at the intervals indicated in the following table (column A);
  - for each maturity up to twelve months (monthly and three-month maturities) at least 15 exercise prices shall be traded for both the call and the put series, expressed in euro and referred to an individual stock, with intervals indicated in the following table (column A).

<i>Exercise prices (euro)</i>	<i>A Maturities up to 12 months Intervals (euro)</i>	<i>B Maturities more than 12 months Intervals (euro)</i>
0.0050 - 0.1800	0.0050	0.0100
0.1801 - 0.4000	0.0100	0.0200
0.4001 - 0.8000	0.0200	0.0400
0.8001 - 2.0000	0.0500	0.1000
2.0001 - 4.0000	0.1000	0.2000
4.0001 - 9.0000	0.2000	0.4000
9.0001 - 20.0000	0.5000	1.0000
20.0001 - 40.0000	1.0000	2.0000
More than 40.0001	2.0000	4.0000

Borsa Italiana shall communicate in a Notice the date of cancellation from trading of all the series for which the following conditions are satisfied at the end of trading on the day indicated in the Notice:

- the open interest is nil;
  - the open interest of the corresponding put or call option in terms of maturity and exercise price is nil.
5. New exercise prices shall be introduced daily where the reference price of the underlying share is:
    - for call options, higher (lower) than the average of the at-the-money price and the first out-of-(in-)the-money price;
    - for put options, higher (lower) than the average of the at-the-money price and the first in-(out-of-)the-money price.
  6. Borsa Italiana may introduce additional strike prices with respect to those referred to in paragraph 5 when it is necessary to ensure regular trading, with account taken of the performance of the underlying share. The strike prices will be generated with the intervals specified in column A of the table in paragraph 4 for call and put options.
  7. The premium shall be settled, exclusively in cash according to methods and timing established in the provisions of the management company of the clearing and guarantee system referred to in Article IA.9.2.10.
  8. The contract shall provide the automatic exercise on the maturity day of the option, after the end of the trading (“European” options). At the end of trading of each call (put) option, the positions still open that are in the money – exercise price lower (higher) than the price of the underlying – shall be settled, by sellers paying and buyers receiving the difference between the exercise price and the settlement price, equal to the reference price of the share underlying each contract recorded on the last day of trading. Borsa Italiana may establish a different settlement price taking account of any other objective elements that may be available.
  9. The sales contracts deriving from the exercise at maturity of stock options shall be settled according to methods and timing established in the provisions of the management company of the clearing and guarantee system referred to in Article IA.9.2.10.
  10. In the cases where the shares underlying contracts are subject to a complete-acquisition tender offer according to which the bidder becomes holder of more than 90% of the capital or to the execution of the purchase obligation referred to in Article 108 of the Consolidated Law on Finance or foreign equivalent, Borsa Italiana, in order to ensure the orderly performance of trading and of the clearing and guarantee and settlement of contracts, orders the closure and the cash settlement of all the open positions on the basis of the theoretical fair value calculated using the Cox-Ross-Rubinstein binomial model. The method of

carrying out the calculation and valuing the variables shall be established on a general basis by Borsa Italiana in the Corporate Action Policy manual.

In cases where at least 33% of the consideration of the tender offer consists of shares of the bidder that is included in the FTSE Italia All Share index, Borsa Italiana may order the substitution of the underlying security with that of the bidder.

Borsa Italiana shall notify through Notice to Consob and the market not later than the trading day following the day of the tender offer announcement, the time limits of application of the procedure and the variables known for its application.

11. Where the shares underlying options contracts are subject to a procedure for the revocation of listing or exclusion from trading, Borsa Italiana orders the closure and the cash settlement of all the open positions on the basis of the theoretical fair value calculated using the Cox-Ross-Rubinstein binomial model. The method of carrying out the calculation and valuing the variables shall be established on a general basis by Borsa Italiana in the Corporate Actions Policy manual. Borsa Italiana shall notify through Notice the procedure adopted, the variables known for its application and the related time limits to Consob and the market not later than the trading day following the time the measure providing for the revocation of listing or exclusion from trading is adopted.

**Article IA.9.1.8**  
**(European style stock options of with physical delivery)**

1. Options contracts based on individual shares admitted to trading in the Stock Exchange may be admitted to trading in the IDEM market. Contract shall be admitted with a separate decision.
2. The notional value of a contract shall be equal to the product of the exercise price and the number of shares underlying the individual contract, which shall be established by Borsa Italiana in a Stock Exchange Notice.

Contracts shall be quoted in euro and the premium tick shall be as follows:

Premium value	Premium tick
Up to 0.005 euro	0.0001 euro
Greater than 0.005 euro	0.0005 euro

3. Contracts shall be available with monthly or three-month maturities (March, June, September and December) and six-month maturities (June and December), hereinafter called "*Stock Option*" contracts. In each trading session the four three-month maturities and the two nearest monthly maturities shall be quoted for each stock option, giving a total of six maturities. In addition the stock options for which are also quoted the four six-months maturities (June and December) of the two years subsequent the current year are established in Stock Exchange Notice, considering the liquidity of the stock options and the



interest of the market. The maturity day shall be the third Friday of the maturity month. Where this is a non-trading day, the maturity day shall be the first trading day preceding such day. Trading in a maturing series shall end on the day before its maturity day. The new maturity shall be quoted from the first trading day following the maturity day.

4. The following shall be tradable:
- for the four six-month maturities of more than twelve months, at least 21 exercise prices shall be traded for both the call and the put series, expressed in euro and referred to an individual stock, with intervals indicated in the following table (column B). When six-month maturities fall within the twelve months, new exercise prices shall be introduced, up to at least 15 exercises prices shall be traded for both the call and put series at the intervals indicated in the following table (column A);
  - for each maturity up to twelve months (monthly and three-month maturities) at least 15 exercise prices shall be traded for both the call and the put series, expressed in euro and referred to an individual stock, with intervals indicated in the following table (column A).

<i>Exercise prices (euro)</i>	<i>A Maturities up to 12 months Intervals (euro)</i>	<i>B Maturities more than 12 months Intervals (euro)</i>
0.0050 - 0.1800	0.0050	0.0100
0.1801 - 0.4000	0.0100	0.0200
0.4001 – 0.8000	0.0200	0.0400
0.8001 – 2.0000	0.0500	0.1000
2.0001 - 4.0000	0.1000	0.2000
4.0001 - 9.0000	0.2000	0.4000
9.0001 - 20.0000	0.5000	1.0000
20.0001 - 40.0000	1.0000	2.0000
More than 40.0001	2.0000	4.0000

Borsa Italiana shall communicate in a Notice the date of cancellation from trading of all the series for which the following conditions are satisfied at the end of trading on the day indicated in the Notice:

- the open interest is nil;
  - the open interest of the corresponding put or call option in terms of maturity and exercise price is nil.
5. New exercise prices shall be introduced daily where the reference price of the underlying share is:
- for call options, higher (lower) than the average of the at-the-money price and the first out-of-(in-)the-money price;
  - for put options, higher (lower) than the average of the at-the-money price and the first in-(out-of-)the-money price.

6. Borsa Italiana may introduce additional strike prices with respect to those referred to in paragraph 5 when it is necessary to ensure regular trading, with account taken of the performance of the underlying share. The strike prices will be generated with the intervals specified in column A of the table in paragraph 4 for call and put options.
7. The premium shall be settled, exclusively in cash according to methods and timing established in the provisions of the management company of the clearing and guarantee system referred to in Article IA.9.2.10.
8. Buyers of call and put options on individual shares may exercise their right exclusively on the maturity day of the option ("European" options). Options may not be exercised for a number of shares smaller than that underlying each contract.
9. The contract shall provide the automatic exercise on the maturity day of the option, after the end of the trading, with the delivery of the shares underlying securities. For the purpose of exercising options at maturity, the management company of the clearing and guarantee system referred to in Article IA.9.2.10 shall compare the settlement price, which is equal to the reference price of the share underlying each contract recorded on the last day of trading with the exercise price of the positions still open, and send the buyer a proposal for the automatic exercise or abandonment of the maturing option according to its rules. Borsa Italiana may establish a different settlement price taking account of any other objective elements that may be available. Buyers may notify the management company of the clearing and guarantee system referred to in Article IA.9.2.10 up to 08.15 on the maturity day of their intention to abandon or exercise the options for which such company has proposed, respectively, the exercise or the abandonment. Beyond such time limit, the maturing options shall be automatically abandoned or exercised on the basis of the foregoing proposals.
10. The sales contracts deriving from the exercise at maturity, of options shall be settled via the settlement service referred to in Article 69 of the Consolidated Law on Finance on the second open TARGET calendar day following that on which they are exercised.
11. In the cases where the shares underlying contracts are subject to a complete-acquisition tender offer according to which the bidder becomes holder of more than 90% of the capital or to the execution of the purchase obligation referred to in Article 108 of the Consolidated Law on Finance or foreign equivalent, Borsa Italiana, in order to ensure the orderly performance of trading and of the clearing and guarantee and settlement of contracts, orders the closure and the cash settlement of all the open positions on the basis of the theoretical fair value calculated using the Cox-Ross-Rubinstein binomial model. The method of carrying out the calculation and valuing the variables shall be established on a general basis by Borsa Italiana in the Corporate Action Policy manual.

In cases where at least 33% of the consideration of the tender offer consists of shares of the bidder that is included in the FTSE Italia All Share index, Borsa

Italiana may order the substitution of the security to be delivered with that of the bidder.

Borsa Italiana shall notify through Notice to Consob and the market not later than the trading day following the day of the tender offer announcement, the time limits of application of the procedure and the variables known for its application.

11. Where the shares underlying options contracts are subject to a procedure for the revocation of listing or exclusion from trading, Borsa Italiana orders the closure and the cash settlement of all the open positions on the basis of the theoretical fair value calculated using the Cox-Ross-Rubinstein binomial model. The method of carrying out the calculation and valuing the variables shall be established on a general basis by Borsa Italiana in the Corporate Actions Policy manual. Borsa Italiana shall notify through Notice the procedure adopted, the variables known for its application and the related time limits to Consob and the market not later than the trading day following the time the measure providing for the revocation of listing or exclusion from trading is adopted.

#### **Article IA.9.1.9**

##### ***(Adjustment of stock option contracts)***

1. In occasion of any corporate event determining the adjustment of stock option contracts one or more of the following elements may be adjusted: the exercise price, the number of underlying shares, the type of shares to be delivered or the number of positions.
2. For the purpose of the adjustments in the event of distributions of extraordinary dividends, Borsa Italiana shall take account of distributions of dividends, in cash or in kind, that the company classifies as additional with respect to dividends deriving from the distribution of the normal profits for the year or with respect to the normal dividend policy. If the company does not classify dividends, Borsa Italiana may consider dividends to be extraordinary that are characterized by elements establishing their additional nature with respect to the company's normal dividend policy and shall inform the market.
3. The adjustments referred to in paragraph 1 are designed to limit the distortionary effects of the event. In the circumstances specified in paragraph 1, an adjustment coefficient shall be determined using generally accepted rules of financial equivalence.
4. Borsa Italiana shall define, for each of the operations referred to in paragraph 1, the manner in which the contract in question is to be adjusted and promptly inform the market.

#### **Article IA.9.1.10**

##### ***(Exclusion from trading of a stock option)***

1. After verifying the existence of the conditions referred to in Article 5.1.2, paragraph 5, Borsa Italiana shall inform Consob and the market, at least 20 days in advance, of the start of the exclusion procedure.

2. The time limits referred to in paragraph 1 may be modified by Borsa Italiana following if the free float is significantly reduced or where according to the market conditions there is a reason to believe that there will be underlying illiquidity. The exclusion of contracts is ordered in the cases of application of the procedure referred to in article IA.9.1.6, paragraphs 13 and 14. In such case the day of the closure of positions is the day of entry into force of the exclusion procedure.
3. From the first day of the effectiveness of the exclusion of a contract:
  - market makers for the contract shall be exonerated from the quotation obligations referred to in Article IA.9.3.13;
  - series for which the open interest is nil shall cease to be tradable;
  - new series and maturities shall not be created;
  - series for which the open interest is positive shall continue to be traded until they mature or until the open interest is nil or Borsa Italiana may order their closure and cash settlement on the basis of the theoretical fair value calculated using the Cox-Ross-Rubinstein binomial model.

**Article IA.9.1.11**  
**(Stock futures with physical delivery)**

1. Futures contracts based on individual shares admitted to trading on European regulated markets and included in the FTSE MIB index or leading financial indices may be admitted to trading in the IDEM market. Contracts shall be admitted with a separate decision.
2. The value of a stock futures contract shall be equal to the product of its price and the number of shares underlying the individual contract, which shall be established by Borsa Italiana in a Stock Exchange Notice. Contracts shall be quoted in euro and the tick shall be 0.0001. Borsa Italiana may alter the tick of an individual contract with a Stock Exchange Notice where that established does not ensure regular trading.
3. Contracts shall be available with monthly maturities, three-month maturities (March, June, September and December) and annual maturities (December).
4. If the underlying consists of shares included in the FTSE MIB index or equivalent leading indices, in each trading session the four nearest three-month maturities and the two nearest monthly maturities shall be quoted, giving a total of six maturities. In addition the stock futures for which are also quoted the annual maturities (December) of the two years subsequent the current year are established in Stock Exchange Notice, considering the liquidity of the stock futures and the interest of the market. The new maturity shall be quoted from the first subsequent trading day.
5. If the underlying consists of Italian shares other than those included in the FTSE MIB, at the time of the contract's admission to trading, the following shall be quoted: the nearest three-month maturity and the two nearest monthly maturities, giving a total of three maturities.  
From the first trading day subsequent to the maturity of a contract, Borsa Italiana may admit the three-month and/or monthly maturities needed to maintain the

trading of up to a maximum of three contracts. The start of trading of these maturities is announced in a Notice at least five trading days in advance.

Borsa Italiana may allow further maturities to be quoted taking into account the liquidity of the underlying shares according to paragraph 4.

6. The maturity day shall be the third Friday of the maturity month; where this is a non-trading day, the maturity day shall be the first trading day before such day.
7. Trading in the nearest maturity of stock futures admitted to trading on the MTA market shall end at 09.05 on the maturity day. If the underlying shares are admitted to trading also in other European regulated market, Borsa Italiana might establish that trading ends at 17.50 as for stock futures referred to in paragraph 8.
8. Trading in the nearest maturity of stock futures on shares admitted in other European regulated markets shall end at 17.50 on the maturity day.
9. The clearing and settlement of contracts shall take place according to the procedures and time limits established in the provisions of the management company of the clearing and guarantee system referred to in Article IA.9.2.10.  
Stock futures contracts shall provide for delivery at maturity of the underlying financial instruments.
10. Stock futures shall be settled via the settlement service referred to in Article 69 of the Consolidated Law on Finance on the second open TARGET calendar day following the maturity day, except where the Notice announcing the admission of the contract established a different settlement time taking account of the characteristics of the reference European regulated market of the underlying financial instrument.
11. For stock futures on shares admitted to trading on the MTA market the settlement price shall be the opening-auction price of the underlying share on the maturity day.
12. For stock futures on shares admitted to trading in other European regulated markets the settlement price shall be the closing-auction price of the underlying share on the maturity day.
13. Where the opening- or closing-auction price of the underlying share cannot be determined or it is reasonably certain that there will be no trading in that share during the session, in order to establish the settlement price, Borsa Italiana shall take as the price of such share the price of the last contract concluded in the previous session. Borsa Italiana may establish a different price taking account of any other objective elements that may be available.
14. In the cases where the shares underlying futures contracts are subject to a complete-acquisition tender offer according to which the bidder becomes holder of more than 90% of the capital or to the execution of the purchase obligation referred to in Article 108 of the Consolidated Law on Finance or foreign equivalent [so-called squeeze out] Borsa Italiana, in order to ensure the orderly performance of trading and of the clearing and guarantee and settlement of contracts, orders the closure and the cash settlement of all the open positions on the basis of the theoretical fair value. The method of carrying out the calculation and valuing the variables shall be established on a general basis by Borsa Italiana in the Corporate Action Policy manual.

In cases where at least 33% of the consideration of the tender offer consists of shares of the bidder that is included in the FTSE Italia All Share index, Borsa Italiana may order the substitution of the security to be delivered with that of the bidder.

Borsa Italiana shall notify through Notice to Consob and the market not later than the trading day following the day of the tender offer announcement, the time limits of application of the procedure and the variables known for its application.

Where the shares underlying futures contracts are subject to a procedure for the revocation of listing or exclusion from trading, Borsa Italiana orders the closure and the cash settlement of all the open positions on the basis of the theoretical fair value. The method of carrying out the calculation and valuing the variables shall be established on a general basis by Borsa Italiana in the Corporate Actions Policy manual. Borsa Italiana shall notify through Notice the procedure adopted the variables known for its application and the related timetable to Consob and the market not later than the trading day following the time the measure providing for the revocation of listing or exclusion from trading is adopted.

#### **Article IA.9.1.12**

##### ***(Stock futures with cash settlement)***

1. Futures contracts based on individual shares admitted to trading on European regulated markets and included in leading financial indices may be admitted to trading on the IDEM market. Contracts shall be admitted with a separate decision.
2. The value of a stock futures contract shall be equal to the product of its price and the number of shares underlying the individual contract, which shall be established by Borsa Italiana in a Stock Exchange Notice.  
The contracts shall be quoted in euro and the tick shall be 0.0001.  
Borsa Italiana may alter the tick of an individual contract with a Stock Exchange Notice where that established does not ensure regular trading.
3. Contracts shall be traded with annual maturities (December), three-month maturities (March, June, September and December) and monthly maturities. In each trading session the four nearest three-month maturities and the two nearest monthly maturities shall be quoted for all stock futures contracts, giving a total of six maturities. In addition the stock futures for which are also quoted the annual maturities (December) of the two years subsequent the current year are established in Stock Exchange Notice, considering the liquidity of the stock futures and the interest of the market. The maturity day shall be the third Friday of the maturity month; where this is a non-trading day, the maturity day shall be the first trading day preceding such day.
4. For futures contracts based on shares admitted to trading in Italian regulated markets, trading in the nearest maturity shall end at 09.05 on the maturity day. For futures contracts based on shares admitted to trading in European regulated markets, trading in the nearest maturity shall end at 17.50 on the maturity day. The new maturity shall be quoted from the first subsequent trading day.

5. The clearing and settlement of contracts shall take place according to the procedures and time limits established in the provisions of the management company of the clearing and guarantee system referred to in Article IA.9.2.10. Stock futures contracts shall provide for differential cash settlement at maturity.
6. On the last day of trading, the positions still open at the close shall be settled in cash by payment of an amount equal to the difference between the settlement price and the trading price. The settlement price for futures contracts based on shares admitted to trading in Italian regulated markets shall be the opening auction price of the underlying share on the maturity day. Where the opening auction price of the underlying share cannot be determined or it is reasonably certain that there will be no trading in that share during the session, in order to establish the settlement price, Borsa Italiana shall take as the price of such share the price of the last contract in the previous session. Borsa Italiana may establish a different price taking into account of any other objective elements that may be available. The settlement price for futures contracts based on shares admitted to trading in European regulated markets shall be equal to the price determined in the closing auction on the reference market of the underlying share on the maturity day or, if this cannot be determined, to the price of the last contract concluded in the previous session. Borsa Italiana may establish a different price taking account of any other objective elements that may be available.
7. In the cases where the shares underlying futures contracts are subject to a complete-acquisition tender offer according to which the bidder becomes holder of more than 90% of the capital or to the execution of the purchase obligation referred to in Article 108 of the Consolidated Law on Finance or foreign equivalent [so-called squeeze out], Borsa Italiana, in order to ensure the orderly performance of trading and of the clearing and guarantee and settlement of contracts, orders the closure and the cash settlement of all the open positions on the basis of the theoretical fair value. The method of carrying out the calculation and valuing the variables shall be established on a general basis by Borsa Italiana in the Corporate Action Policy manual.

In cases where at least 33% of the consideration of the tender offer consists of shares of the bidder that is included in the FTSE Italia All Share index, Borsa Italiana may order the substitution of the underlying security with that of the bidder.

Borsa Italiana shall notify through Notice to Consob and the market not later than the trading day following the day of the tender offer announcement, the time limits of application of the procedure and the variables known for its application.

Where the shares underlying futures contracts are subject to a procedure for the revocation of listing or exclusion from trading, Borsa Italiana orders the closure and the cash settlement of all the open positions on the basis of the theoretical fair value. The method of carrying out the calculation and valuing the variables shall be established on a general basis by Borsa Italiana in the Corporate Actions Policy manual. Borsa Italiana shall notify through Notice the procedure adopted, the variables known for its application and the related timetable to Consob and the market not later than the trading day following the time the

measure providing for the revocation of listing or exclusion from trading is adopted.

#### **Article IA.9.1.13**

##### ***(Adjustment of stock futures contracts)***

1. In occasion of any corporate event determining the adjustment of stock futures contracts, one or more of the following elements may be adjusted: the number of underlying shares, the type of shares to be delivered, the daily closing price determined by the clearing and guarantee system and the number of positions.
2. For the purpose of the adjustments in the event of distributions of extraordinary dividends, Borsa Italiana shall take account of distributions of dividends, in cash or in kind, that the company classifies as additional with respect to dividends deriving from the distribution of the normal profits for the year or with respect to the normal dividend policy. If the company does not classify dividends, Borsa Italiana may consider dividends to be extraordinary that are characterized by elements establishing their additional nature with respect to the company's normal dividend policy and shall inform the market.
3. The adjustments referred to in paragraph 1 are designed to limit the distortionary effects of the event. In the circumstances specified in paragraph 1, an adjustment coefficient shall be determined using generally accepted rules of financial equivalence.
4. Borsa Italiana shall define, for each of the operations referred to in paragraph 1, the manner in which the contract in question is to be adjusted and promptly inform the market.

#### **Article IA.9.1.14**

##### ***(Exclusion from trading of single stock dividend futures and stock futures contracts)***

1. After verifying the existence of the conditions referred to in Article 5.1.2, paragraph 5 of the Rules, Borsa Italiana shall inform Consob and the market, at least 20 days in advance, of the start of the exclusion procedure.
2. The time limits referred to in paragraph 1 may be modified by Borsa Italiana following if the free float is significantly reduced or where according to the market conditions there is a reason to believe that there will be underlying illiquidity.  
The exclusion of contracts is ordered in the cases of application of the procedure referred to in articles IA.9.1.11, paragraph 14 and IA.9.1.12, paragraph 7. In such case the day of the closure of positions is the day of entry into force of the exclusion procedure.
3. From the first day of the effectiveness of the exclusion of a contract:
  - market makers for the contract shall be exonerated from the quotation obligations referred to in Articles IA.9.3.9 and IA.9.3.15;
  - series for which the open interest is nil shall cease to be tradable;



- new series shall not be created;
- series for which the open interest is positive shall continue to be traded until they mature or until the open interest is nil or Borsa Italiana may order their closure and cash settlement on the basis of the theoretical fair value.

**Article IA.9.1.15**  
**(Electricity futures - Italy area)**

1. Baseload and peakload futures contracts for the supply of one Megawatt (MW) of power in the Italy area may be admitted to trading on the IDEX segment of the IDEM market. Baseload futures contracts shall be based on the supply of one Megawatt (MW) of electricity for all the hours of all the days of the delivery period. Peakload futures contracts shall be based on the supply of one Megawatt (MW) of electricity during the hours between 08:00 and 20:00 of each day of the delivery period, except Saturdays and Sundays.

2. The value of the electricity futures contract shall be the product of its price and the volume, taken to mean the number of Megawatt hours (MWh) that are the subject of the contract, which is equal to the number of hours included in the delivery period for which the delivery of one Megawatt hour is foreseen.

The price of the electricity futures contract shall be quoted in €/MWh and the tick for the contract shall be 0.01 €/MWh.

Borsa Italiana may alter the tick in a Notice if that specified above does not ensure regular trading.

3. Contracts may be traded with the delivery period equal to a calendar month, a quarter (January-March, April-June, July-September and October-December) and a year (January-December), known respectively as *monthly futures*, *quarterly futures* and *yearly futures*.

In each trading session the following contracts shall be quoted:

- three monthly baseload and peakload futures, starting from the first subsequent calendar month;
- four quarterly baseload and peakload futures, starting from the first tradable subsequent quarter;
- one yearly peakload futures and two yearly baseload futures, starting from the first tradable subsequent year.

Borsa Italiana, after consulting IDEX segment intermediaries and considered the presence of market makers, may admit to trading additional baseload and peakload yearly futures contracts. Borsa Italiana shall notify the start of trading of these contracts in a Notice.

4. *Monthly futures* shall be traded until the end of the last trading day before the start of the delivery period. *Quarterly futures* and *yearly futures* shall be traded until the end of the fourth trading day before the start of the delivery period.

5. Electricity futures shall be characterized by the so-called “cascade structure”, which provides for the settlement only of *monthly futures*.

At the end of the last trading day of an *yearly futures*, the open positions shall be replaced by equivalent positions in the three *quarterly futures* with delivery

period equal to the quarters April-June, July-September and October-December and in the three *monthly futures* with delivery period equal to the months January, February and March that make up the delivery period of the *yearly futures*.

At the end of the last trading day of a *quarterly futures*, the open positions shall be replaced by equivalent positions in the three *monthly futures* with delivery period equal to the calendar months that make up the delivery period of the *quarterly futures*.

6. After the last day of trading of a *yearly futures*, the new *yearly futures* shall be traded with an equal delivery period and referred to the year following, that of the last *yearly futures* of the same profile that is being traded taken into account the last sentence of paragraph 3.

After the last day of trading of a *quarterly futures*, the new *futures* shall be traded with an equal delivery period referred to the quarter following that of the last *quarterly futures* that is being traded.

After the last day of trading of a *monthly futures*, the new *futures* shall be traded with an equal delivery period referred to the calendar month following that of the last *monthly futures* that is being traded.

7. The clearing and guarantee of contracts shall take place according to the procedures and time limits established in the provision of the management company of the clearing and guarantee system referred to in Article IA.9.2.10.

Electricity futures provide for settlement by way of payment of cash differentials, or, in alternative the intermediaries may decide to request the physical delivery under the conditions referred to in the following paragraph 9.

8. The settlement price of the contract shall be equal to the arithmetic mean of the PUNs of the delivery hours, where PUN means the Prezzo Unico Nazionale (Single National Price) for the purchase of electricity, expressed in euros per Megawatt hour (€/MWh) and calculated for each hour of the following day on the basis of the results of the trading on the MGP market (Mercato del Giorno Prima – Day-ahead Market), organised and managed by Gestore dei Mercati Energetici S.p.A., referred to in Article 5 of Legislative Decree 79/1999.

9. During the session of the third trading day preceding the beginning of the delivery period of the monthly futures, the intermediaries may send to the clearing and guarantee system, in the manner and within the time limits specified by it, a request for a physical delivery of the electricity instead of the settlement by way of payment of cash differentials. The request for physical delivery shall be made by the intermediaries, also on behalf of their clients participating in the market of the GME (Gestore dei Mercati Energetici S.p.A).

10. If Gestore dei Mercati Energetici S.p.A. should fail to publish the PUN or another price for the purchase of electricity in Italy for part of a delivery period, the calculation of the settlement price shall be based just on the PUNs published in the delivery period.

11. If Gestore dei Mercati Energetici S.p.A. should change the method of calculating the PUN, Borsa Italiana may replace them with another price for the purchase of electricity in Italy. In such case adjustments may be made to restrict the distortional effects of the event. Borsa Italiana shall specify the manner of making the adjustments and promptly inform the market.

#### **Article IA.9.1.16**

##### **(Electricity Futures – Germany/Austria area)**

1. Baseload and peakload futures contracts for the supply of one Megawatt (MW) of power in the Germany/Austria area may be admitted to trading on the IDEX segment of the IDEM market. Baseload futures contracts shall be based on the supply of one Megawatt (MW) of electricity for all the hours of all the days of the delivery period. Peakload futures contracts shall be based on the supply of one Megawatt (MW) of electricity during the hours between 08:00 and 20:00 of each day of the delivery period, except Saturdays and Sundays.
2. The value of the electricity futures contract shall be the product of its price and the volume, taken to mean the number of Megawatt hours (MWh) that are the subject of the contract, which is equal to the number of hours included in the delivery period for which the delivery of one Megawatt hour is foreseen.

The price of the electricity futures contract shall be quoted in €/MWh and the tick for the contract shall be 0.01 €/MWh.

Borsa Italiana may alter the tick in a Notice if that specified above does not ensure regular trading.

3. Contracts may be traded with the delivery period equal to a calendar month, a quarter (January-March, April-June, July-September and October-December) and a year (January-December), known respectively as monthly futures, quarterly futures and yearly futures.

In each trading session the following contracts shall be quoted:

- three monthly baseload and peakload futures, starting from the first subsequent calendar month;
  - four quarterly baseload and peakload futures, starting from the first tradable subsequent quarter;
  - three yearly peakload and baseload futures.
4. Monthly futures shall be traded until the end of the last trading day before the start of the delivery period. Quarterly futures and yearly futures shall be traded until the end of the fourth trading day before the start of the delivery period.
  5. Electricity futures shall be characterized by the so-called “cascade structure”, which provides for the settlement only of monthly futures.

At the end of the last trading day of a yearly futures contract, the open positions shall be replaced by equivalent positions in the three quarterly futures with delivery period equal to the quarters April-June, July-September and October-December and in the three monthly futures with delivery period equal to the months January, February and March that make up the delivery period of the yearly futures.

At the end of the last trading day of a quarterly futures contract, the open positions shall be replaced by equivalent positions in the three monthly futures

with delivery period equal to the calendar months that make up the delivery period of the quarterly futures.

6. After the last day of trading of a yearly futures contract, the new yearly futures shall be traded with an equal delivery period and referred to the year following, that of the last yearly futures of the same profile that is being traded.

After the last day of trading of a quarterly futures contract, the new futures shall be traded with an equal delivery period referred to the quarter following that of the last quarterly futures contract that is being traded.

After the last day of trading of a monthly futures, the new futures shall be traded with an equal delivery period referred to the calendar month following that of the last monthly futures contract that is being traded.

7. The clearing and guarantee of contracts shall take place according to the procedures and time limits established in the provision of the management company of the clearing and guarantee system referred to in Article IA.9.2.10.

Electricity futures provide for settlement by way of payment of cash differentials.

8. The settlement price of the contract shall be equal to the arithmetic mean of the hourly purchase prices for electricity for the hours of the contract being delivered, expressed in euros per Megawatt hour (€/MWh) and recorded in the Day-ahead market for the Germany/Austria area. The Day-ahead market in which the purchase prices are recorded is indicated in the Guide to the Parameters.
9. If, for a given period of time during the delivery period, the Day Ahead Market purchase prices as per paragraph 8 above are not available, the calculation of the settlement price shall be based just on the prices published in the delivery period.
10. If the purchase prices as per paragraph 8 above are no longer regularly available. Borsa Italiana shall order the closure and cash settlement of the traded contracts on the basis of the daily settlement price calculated by Cassa di Compensazione e Garanzia. The price of settlement of the contract being delivered shall be equal to the arithmetic mean of the purchase prices recorded on the Day-ahead market for the Germany/Austria area over the last 30 days available, regardless of the period of delivery to which they refer.

#### **Article IA.9.1.17 (Durum wheat futures)**

1. Futures contracts based on the delivery of quantities of durum wheat may be admitted to trading on the AGREX segment of the IDEM market.
2. The underlying of the contract shall be durum wheat of any origin, sound, fair, of marketable quality and compliant with the European Union's sanitary and hygiene regulations for durum wheat for human use, according with the characteristics shown in the following table:

Specific weight	minimum 76.00 kg/hl
Proteins	minimum 11.5%

Moisture	maximum 13.5%
Impurities	maximum 2%
Vitreous grains	minimum 62%
Sprouted grains	maximum 2%
Mottled grains	maximum 12%
Broken grains	maximum 6%
Other cereals	maximum 3%
Grains affected with fusariosis	maximum 0.5%

The definitions of the characteristics and the analysis methods shown in the table, see EU Regulation no. 1272/2009 and EU Regulation no. 742/2010, as amended.

For vitreous grains, see UNI EN 15585.

Impurities refers to miscellaneous impurities (excluding grains affected with fusariosis) and to the following grain impurities: shriveled grains, grains in which the germ is discoloured, grains damaged by pests, and grains overheated during drying.

3. Durum wheat futures contract shall be quoted in euro/ton (€/t), excluding VAT, and the tick shall be €0.25/t. Borsa Italiana may alter the tick in a Notice if that established does not ensure regular trading.
4. The value of a durum wheat futures contract shall be equal to the product of its price and the number of tons underlying the individual contract, which shall be 50 tons.
5. Durum wheat futures contracts shall be available with maturities in the months of March, May, September and December.  
In each trading session the contracts for the next five maturities shall be quoted. Borsa Italiana, after consulting AGREX segment intermediaries and considered the presence of market makers, might admit durum wheat futures contracts for additional subsequent maturities. The start of trading of these contracts shall be announced in a Notice.
6. Durum wheat futures shall be traded until the end of the maturity day, which shall be the tenth day of the maturity month; where this is a non-trading day, the maturity day shall be the first subsequent trading day. The new maturity shall be quoted from the first trading day subsequent to the maturity day.
7. The clearing and guarantee of contracts shall take place according to the procedures and time limits established of the management company of the clearing and guarantee system referred to in Article IA.9.2.10.  
Durum wheat futures contracts shall provide for the delivery at maturity of the underlying under the conditions referred to in the next paragraph.
8. The physical delivery of durum wheat, of quality at least equal to that of the underlying of the contract, shall take place according to the procedures and time limits established by Cassa di Compensazione e Garanzia.
9. The settlement price of the contract shall be equal to the daily settlement price calculated by Cassa di Compensazione e Garanzia on the maturity day of the

contract. Borsa Italiana may establish a different price taking account of any other objective elements that may be available.

10. Borsa Italiana shall establish limits to the position in durum wheat futures that individual intermediaries may hold, including on behalf of their clients. These limits shall be governed by intermediaries' rules of conduct.

## CHAPTER IA.9.2 – TRADING METHODS

### Article IA.9.2.1

#### *(Determination of market segments)*

Instruments traded on the IDEM market shall be divided into segments according to the nature of the underlying assets:

- the IDEM Equity segment is for trading in derivatives whose underlying assets are financial instruments, interest rates, yields, foreign currencies, financial measures or related indexes;
- the IDEX segment is for trading in derivatives whose underlying assets are energy commodities or related indexes;
- the AGREX segment is for trading in derivatives whose underlying assets are agricultural commodities or related indexes.

### Article IA.9.2.2

#### *(Trading methods for the IDEM market)*

1. FTSE MIB index futures, FTSE MIB index mini-futures shall be traded using the auction and continuous trading methods, with the following trading hours:

08.30 – 09.00 (9.00.00 – 9.00.59) opening auction (pre-auction, validation and opening)

09.00 – 17.50 continuous trading

Pursuant to Article 5.3.3 of the Rules, the pre-auction phases may end at a time within the last minute of such phases.

The continuous trading phase shall start at the end of the opening auction phase.

2. FTSE MIB options, FTSE MIB dividend futures, stock dividend futures, stock futures and stock options shall be traded using the continuous trading method, with the following trading hours:

09.00 – 17.50 continuous trading;

3. Trading in the IDEX segment shall take place using the continuous trading method, with the following trading hours:

09.00 – 17.40 continuous trading

4. Trading in the AGREX segment shall take place using the continuous trading method, with the following trading hours:

14.30 – 17.40 continuous trading

### **Article IA.9.2.3**

#### ***(Duration of the volatility auction)***

1. The duration of the volatility auction shall be 3 minutes, plus a variable interval with a maximum duration of 30 seconds, determined automatically on a random basis by the trading system. This auction phase may be reiterated.

### **Article IA.9.2.4**

#### ***(Orders)***

1. The orders referred to in Article 5.3.2, paragraphs 6 letter b) of the Rules may be entered only for derivative instruments traded in the IDEM Equity segment.
2. The orders referred in Article 5.3.2, paragraph 6, letter d) of the Rules may be entered only for derivative instruments traded in the *IDEM Equity* segment and the *IDEX* segment.

### **Article IA.9.2.5**

#### ***(Operational strategies for standard combination orders and FLEXCOs)***

1. The COMBO orders referred to in Article 5.3.2, paragraph 6b), of the Rules may have as their subject the following operational strategies:
  - a) for FTSE MIB index futures, contracts FTSE MIB index mini-futures, FTSE MIB Dividend index futures and stock futures:

*Time spread*: a combination of two orders of opposite sign, to be executed at the same time and for the same quantities, relative to different maturities.
2. The FLEXCO orders referred to in Article 5.3.2, paragraph 6 letter d), of the Rules may have as their subject derivative contracts on the same underlying or on different underlyings provided that:
  - in the IDEM Equity segment, the value of the index point or the number of - shares underlying the contracts is the same;
  - in the IDEX segment, covering the provision of the same underlying quantity (delivery period with equal number of hours).

Borsa Italiana shall periodically issue a Stock Exchange Notice specifying the maximum number of different series and the list of derivative financial instruments that may be associated in operational strategies object of FLEXCO orders.

3. The Combo and FLEXCO orders, referred to in the previous paragraphs, may be entered with the aim of concluding committed cross and internal cross contracts,



referred to in article 5.3.5, paragraph 1 and 2, of the Rules. In particular, the prices of the contracts composing the strategy will be between the best bid prices and best offer prices available on the market, including such prices.

4. The Combo and FLEXCO orders, referred to in the previous paragraphs, may be entered with the modality block trades, referred to in article 5.3.5, paragraph 4, of the Rules. In particular, for the purposes of the determination of the execution prices of the contracts composing the strategy, the following parameters are considered:
  - the percentages of difference between the prices of the contracts and the best prices available on the market; and
  - the minimum quantities subject of the contracts;as provided for in Chapter IA.9.1.
5. The execution of the Combo and FLEXCO orders may determine the conclusion of contracts at prices not respecting the minimum ticks provided for the derivatives contracts composing the Combo and FLEXCO orders.

#### **Article IA.9.2.6** ***(Price variation limits)***

1. In the event that during the trading of contracts the price of the contract being concluded falls outside one of the limits referred to in Article 5.3.8 paragraphs 1b) and 1c) of the Rules, trading in that financial instrument shall be automatically suspended for one minute. During the suspension orders may not be entered or altered.
2. For the purposes of the automatic control of the regularity of trading of financial instruments traded on the segments of IDEM market, Borsa Italiana shall establish the price variation limits referred to in paragraph 1 in the Guide to the Parameters notified in a Notice.

#### **Article IA.9.2.7** ***(Iceberg orders)***

1. In the case of iceberg orders referred to in Article 5.3.2, paragraph 4, of the Rules, the partially displayed quantity must be at least equal to the number of standard contracts established in the Trading Service Manual of the IDEM market for each type of contract.

#### **Article IA.9.2.8** ***(Non-executing Broker)***

- 1 The conclusion of contracts following the entering of orders by the Non-executing Broker is possible:
  - a. with respect to the instruments of the IDEM Equity segment, in accordance with the method set out in Article 5.3.5, paragraph 6, letter a) of the Rules;
  - b. with respect to the instruments of the IDEX segment, in accordance with the method set out in Article 5.3.5, paragraph 6, letters a) or b) of the Rules.

**Article IA.9.2.9  
(Block trades)**

Pursuant to Article 5.3.5, paragraph 4 of the Rules, “committed cross” or “internal cross” orders may be entered with the aim of concluding contracts at a price outside the range between the best bid price and the best ask price if:

- the order quantity is equal or more than the number of contracts specified in the table; and
- for futures and option contracts having financial instruments and the related indexes as their underlyings, the difference between the order price and the best prices on the trading book does not exceed the limits set out in the table.

Block trades			
Derivative contract	Minimum number of contracts		Maximum difference between the best prices on the trading book (%)
FTSE MIB index futures	5		1
FTSE MIB dividend futures	5		2
Stock stock dividend futures	25		- (*)
FTSE MIB index options	100		20
Stock options	500		10
Stock futures	500		10
Electricity futures	Monthly Futures	15	- (*)
	Quarterly Futures	5	
	Yearly Futures	5	
Durum wheat futures	20		- (*)

(\*) “-“ = no price limit

**Article IA.9.2.10**  
***(Clearing and guarantee system)***

1. The clearing and guarantee system of the IDEM market provided for in Articles 5.3.6 e 5.3.9 of the Rules is managed by Cassa di Compensazione e Garanzia S.p.A.

## **CHAPTER IA.9.3 - MARKET MAKERS**

### **Article IA.9.3.1**

#### ***(Register of market makers)***

1. Pursuant to Article 5.4.1 of the Rules, market makers shall be entered in the "Register of derivatives market makers" (hereinafter, the "Register").
2. The Register shall be divided into sections corresponding to the different contracts traded and into subsections according to the type of quotation obligations to which the market maker is subject under paragraph 3.
3. The Register shall contain the following subsections:
  - a. the Primary Market Maker subsection, for market makers that are subject to continuous quotation obligations;
  - b. the Market Maker subsection, for market makers that are required to provide quotations upon request;
  - c. the Liquidity Provider subsection, for market makers that are subject to continuous quotation obligations for the first four consecutive maturities for MIBO options and stock options other than weekly stock options and for market makers that are subject to continuous quotation obligations for reduced periods for durum wheat futures.
  - d. the Designated Market Maker subsection for market makers that are subject to continuous quotation obligations for weekly MIBO options and for weekly stock options.
4. Unless specified otherwise in these Instructions, market makers may apply to be entered in one of the subsections referred to in paragraph 3. For any given contract, market makers may be subject to only one type of quotation obligations.

### **Article IA.9.3.2**

#### ***(Market makers for FTSE MIB index futures)***

1. Market makers for FTSE MIB index futures contract shall be intermediaries entered in the Primary Market Maker subsection.
2. Borsa Italiana shall enter the intermediaries that apply in writing in the subsection of the Register referred to in paragraph 1. They shall start operating on the date indicated by Borsa Italiana when they are entered in the Register. Borsa Italiana shall decide on applications within thirty days of their receipt.

### **Article IA.9.3.3**

#### ***(Quotation obligations of market makers for FTSE MIB index futures)***

1. Market makers for FTSE MIB index futures contract are required to display bids and offers on a continuous basis for quantities equal to:

- a. at least 10 FTSE MIB index futures contracts for the nearest maturity until the second day before its maturity; and
  - b. at least 5 FTSE MIB index futures contracts for the maturity immediately thereafter, starting from the third day before the current maturity.
2. The “spread”, meaning the maximum permitted difference between bids and offers prices, for the quotations referred to in paragraph 1 must not be more than 45 index points.
  3. Market makers are required to restore their quotations within two minutes of a hit on the book.
  4. The quotation obligations shall begin at 09.30 and end at 17.25.
  5. Borsa Italiana, in evaluating possible violations of the obligations referred to in this article, shall also take account of values of the  $\varepsilon$  indicator referred to in Article IA.10.1.1, paragraph 1(a), of less than 90%.

#### **Article IA.9.3.4**

##### ***(Market makers for FTSE MIB index mini-futures)***

1. Market makers for FTSE MIB index mini-futures contract shall be intermediaries entered in the Primary Market Maker subsection.
2. Borsa Italiana shall enter the intermediaries that apply in writing in the subsection of the Register referred to in paragraph 1. They shall start operating on the date indicated by Borsa Italiana when they are entered in the Register. Borsa Italiana shall decide on applications within thirty days of their receipt.

#### **Article IA.9.3.5**

##### ***(Quotation obligations of market makers for FTSE MIB index mini-futures)***

1. Market makers for FTSE MIB index mini-futures referred to in Article IA.9.3.4, paragraph 1, are required to display bids and offers on a continuous basis for quantities equal to
  - a. at least 15 FTSE MIB index mini-futures contracts for the nearest maturity until the second day before its maturity; and
  - b. at least 5 FTSE MIB index mini-futures contracts for the maturity immediately thereafter, starting from the third day before the current maturity.
2. The “spread”, meaning the maximum permitted difference between bids and offers prices, for the quotations referred to in paragraph 1 must not be more than 45 index points.
3. Market makers are required to restore their quotations within two minutes of a hit on the book.
4. The quotation obligations shall begin at 09.30 and end at 17.25.
5. Borsa Italiana, in evaluating possible violations of the obligations referred to in this article shall also take account of values of the  $\varepsilon$  indicator referred to in Article IA.10.1.1, paragraph 1(a), of less than 90%.

**Articolo IA.9.3.6****(Market makers for FTSE MIB Dividend index futures)**

1. Market makers for FTSE MIB Dividend index futures shall be intermediaries entered in the Primary Market Maker subsection.
2. Borsa Italiana shall enter the intermediaries that apply in writing in the subsection of the Register referred to in paragraph 1. They shall start operating on the date indicated by Borsa Italiana when they are entered in the Register. Borsa Italiana shall decide on applications within thirty days of their receipt.

**Article IA.9.3.7****(Quotation obligations for market makers for FTSE MIB Dividend index futures)**

1. Market makers for FTSE MIB Dividend index futures are required to display bids and offers on a continuous basis for all the maturities being traded for the minimum quantities and with the maximum spreads specified in the following table until the fourth day before the upcoming maturity and, starting on that day, for the first subsequent maturity.

Maturity	Minimum number of contracts	Maximum spread (difference between the price of bids and offers)
First and second maturity	30 contracts	80 index points
Third and fourth maturity	20 contracts	90 index points
Fifth maturity	10 contracts	100 index points

2. Market makers are required to restore their quotations within two minutes of a hit on the book.
3. The quotation obligations shall begin at 09.30 and end at 17.25.
4. Once a month Borsa Italiana shall rank the market maker of each subsection of the Register referred to in Article 5.4.1 of the Rules on the basis of the  $\varepsilon$  indicator and inform each market maker of the value of its indicator and position in the ranking.
5. Borsa Italiana share verify market makers' fulfilment of their obligations.

**Articolo IA.9.3.8****(Market makers for Single Stock Dividend futures)**

1. Market makers for Single Stock Dividend futures shall be intermediaries entered in the Primary Market Maker subsection.
2. Borsa Italiana shall enter the intermediaries that apply in writing in the subsection of the Register referred to in paragraph 1. They shall start operating on the date indicated by Borsa Italiana when they are entered in the Register. Borsa Italiana shall decide on applications within thirty days of their receipt.

3. The intermediary must specify the underlyings for which it intends to act as market maker.

#### **Article IA.9.3.9**

##### ***(Quotation obligations for market makers for Single Stock Dividend futures)***

1. Market makers for Single Stock Dividend futures are required to display bids and offers on a continuous basis for the first two maturities being traded for a minimum number of contracts equal to 5, 10 and 20, according with the counter value of the contract and the dividend distribution policy related to the share of reference, as communicated in a Notice.
2. The maximum spreads are specified in the following table and must be respected until the fourth day before the upcoming maturity and, starting on that day, for the first subsequent maturity.

Price of the contract (euro)	Maximum spread (euro)
0.01-0.25	0.20
0.25-1.00	0.40
1.00-2.00	0.80
2.00-3.00	1.20
3.00-5.00	2.00
More than 5.00	3.00

3. Market makers are required to restore their quotations within two minutes of a hit on the book.
4. The quotation obligations shall begin at 09.30 and end at 17.25.
5. Once a month Borsa Italiana shall rank the market maker of each subsection of the Register referred to in Article 5.4.1 of the Rules on the basis of the  $\varepsilon$  indicator and inform each market maker of the value of its indicator and position in the ranking.
6. Borsa Italiana shall verify market makers' fulfilment of their obligations.

#### **Article IA.9.3.10**

##### ***(Market makers for FTSE MIB index options)***

1. Market makers for "*MIBO options*" contracts shall be intermediaries entered in the Primary Market Maker subsection, intermediaries entered in the Market Maker subsection and intermediaries entered in the Liquidity Provider subsection.
2. Market makers for "*weekly MIBO options*" contracts shall be intermediaries entered in the Designated Market Maker subsection.
3. Borsa Italiana shall enter the intermediaries that apply in writing in the subsection of the Register referred to in paragraphs 1 and 2. They shall start operating on the date indicated by Borsa Italiana when they are entered in the Register. Borsa Italiana shall decide on applications within thirty days of their receipt.

**Article IA.9.3.11**

***(Quotation obligations of market makers for the FTSE MIB index options contract)***

1. Market makers entered in the Primary Market Maker subsection are required to display bids and offers on a continuous basis for the first seven consecutive maturities for the following series of MIBO call and put options: five consecutive series within a range of strike prices defined by the at-the-money series, one in-the-money series and five out-of-the-money series.

The above obligations must be fulfilled for the following quantities:

- at least fifteen contracts for the first three consecutive maturities;
- at least ten contracts for the fourth, fifth and sixth maturities;
- at least five contracts for the seventh maturity.

Primary Market Makers are required to restore their quotations within two minutes of a hit on the book.

2. Between the ninth and fifth trading days before the expiry day the obligations referred to in paragraph 1 for the nearest maturity must be fulfilled for the following series: three consecutive series within a range of strike prices defined by the at-the-money series, one in-the-money series and three out-of-the-money series.

The quotation obligations for the nearest maturity shall cease to apply on the fourth trading day before the expiry day.

3. Market makers entered in the Market Maker subsection are required to respond to requests for quotations for all the maturities listed and for quantities equal to at least ten contracts for the at-the-money series, the first five in-the-money series and the first five out-of-the-money series for call and put options. Market makers are required to respond to requests for quotations within two minutes of their being made; the response must remain on the book for at least thirty seconds.
4. On the sixth and fifth trading days before the expiry day the obligations referred to in paragraph 3 for the nearest maturity must be fulfilled for the following call and put series: the at-the-money series, the first two in-the-money series and the first two out-of-the-money series. The quotation obligations for the nearest maturity shall cease to apply on the fourth trading day before the expiry day.
5. Market makers entered in the Liquidity Provider subsection are required to display bids and offers on a continuous basis for the first four consecutive maturities and for series referred to in paragraphs 1 and 2, for quantities equal to at least:
  - fifteen contracts for the first three consecutive maturities;
  - ten contracts for the fourth maturity.
6. Market makers entered in the Designated Market Maker subsection are required to display bids and offers for the first maturity on a continuous basis for the following call and put series of the weekly MIBO options contract:



- a. from the Friday of the week preceding the maturity week and until the Wednesday preceding the maturity day: seven consecutive series within a range of strike prices defined by the at-the-money series, an in-the-money series and seven out-of-the money series;
- b. on the Thursday preceding the maturity day: five consecutive series within a range of strike prices defined by the at-the-money series, an in-the-money series and five out-of-the money series.

Should the maturity of the weekly MIBO options be shortened because the day is not a trading day, the above quotation form shall be modified accordingly.

The above obligations must be fulfilled for the following quantities:

- at least ten contracts until the Wednesday preceding the maturity day;
- at least five contracts on the Thursday preceding the maturity day .

Market makers entered in the Designated Market Maker subsection are required to display bids and offers for the second maturity on a continuous basis for the following call and put series of the weekly MIBO options contract:

- a. from the Thursday of admission to trading and until the Thursday of the week preceding the maturity week: three consecutive series within a range of strike prices defined by the at-the-money series, an in-the-money series and three out-of-the money series.

Should the maturity of the weekly MIBO options be shortened because the day is not a trading day, the above quotation form shall be modified accordingly.

The above obligations must be fulfilled for quantities equal to at least five contracts.

Designated Market Makers are required to restore their quotations within 2 minutes of a hit on the book.

7. In displaying the bids and offers referred to in paragraphs 1 and 3, market makers entered in the Primary Market Maker subsection, in the Market Maker subsection and in Liquidity Provider subsection, must observe the following table, where “purchase price” shall mean the price the market maker intends to use as its bid price and “spread” shall mean the maximum permitted difference between bid prices and corresponding ask prices:

Maturities < = 12 months		
<i>Purchase price (in index points)</i>		<i>Spread (in index points)</i>
From	To	
1	200	30
202	500	50
505	1000	100
1005	2000	150
2005	4000	300
Greater than or equal to 4000		450

Maturities > 12 months		
Purchase price (in index points)		Spread (in index points)
From	To	
1	500	75
505	1000	150
1005	2000	250
2005	4000	500
4005	6000	750
Greater than or equal to 6000		1000

8. Market makers entered in the Designated Market Maker subsection:

- for the first maturity of the “*weekly MIBO Option*” contract, in displaying the bids and offers referred to in paragraph 6, must observe the following table, where “spread” shall mean the maximum permitted difference between bid prices and corresponding ask prices.

First maturity - Until the Wednesday* preceding the maturity day		
Purchase price (in index points)		Spread (in index points)
From	To	
0	50	10
50	100	20
100	300	30
300	500	40
500	800	50
800	4000	60
More than 4000		100

First maturity - On the Thursday preceding the maturity day		
Purchase price (in index points)		Spread (in index points)
From	To	
0	50	20
50	100	40
100	300	60
300	500	80
500	800	100
800	4000	120
More than 4000		200

\*In the case of non trading day, the days listed above are anticipated accordingly.

- for the second maturity of the “*weekly MIBO Option*” contract, in displaying the bids and offers referred to in paragraph 6, must observe the table referring to MIBO options, with maturity shorter than 12 months, referred to in paragraph 7.

9. The system updates the at-the-money series with the frequency and in the manner established by Borsa Italiana in the Guide of Parameters.
10. The quotation obligations shall begin at 09.30 and end at 17.25.
11. Borsa Italiana, in evaluating possible violations of the obligations referred to in Article 5.4.1 of the Rules, shall also take account of values of the  $\varepsilon$  indicator referred to in Article IA.10.1.1, paragraphs 1(a) and 1(b), of less than:
  - 90% for intermediaries entered in the Primary Market Maker subsection;
  - 80% for intermediaries entered in the Market Maker subsection;
  - 90% for intermediaries entered in the Liquidity Provider subsection;
  - 85% for intermediaries entered in the Designated Market Maker subsection.
12. Once a month Borsa Italiana shall rank the market makers of each subsection of the Register referred to in Article 5.4.1 of the Rules on the basis of the  $\varepsilon$  indicator and inform each market maker of the value of its indicator and position in the ranking.
13. For the purpose of determining the monthly variables defined above, the reference month shall be the period from the first trading day after the monthly maturity of the contracts to the following monthly maturity day.

**Article IA.9.3.12**  
**(Stock option market makers)**

1. Market makers for American style “*Stock option*” contracts shall be intermediaries entered in the Primary Market Maker subsection, intermediaries entered in the Market Maker subsection and intermediaries entered in the Liquidity Provider subsection. Market makers for European style “*Stock option*” contracts shall be intermediaries entered in the Primary Market Maker subsection and intermediaries entered in the Market Maker subsection.
2. Market makers for “*Weekly stock option*” contracts shall be intermediaries entered in the Designated Market Makers Subsection.
3. Borsa Italiana shall enter intermediaries in the subsections of the Register referred to in paragraph 1 and 2 that apply in writing in accordance with paragraphs 4, 5, 6, 7 and 8. They shall start operating on the date indicated by Borsa Italiana when they are entered in the Register. Borsa Italiana shall decide on applications within thirty days of their receipt. Borsa Italiana may assign one or more underlyings in addition to those specified by applicants.
4. In applications for entry in the Register as a Primary Market Maker intermediaries must specify the typology of the contract (American style or European style option with cash settlement or European style option with physical settlement), and in such category specify at least 20 underlyings for which they intend to act as market makers for American style options, including all underlying of the “Focus Group” referred to in paragraph 8, and at least 3

underlyings for which they intend to act as market makers for European style options.

5. In applications for entry in the Register as a Market Maker intermediaries must specify the typology of the contract (American style or European style option with cash settlement or European style option with physical settlement), and in such category specify at least 5 underlyings for which they intend to act as market makers.
6. In applications for entry in the Register as a Liquidity Provider intermediaries must specify underlyings for which they intend to act as market maker.
7. In applications for entry in the Register as a Designated Market Makers, intermediaries must specify the underlyings for which they intend to act as market maker.
8. Borsa Italiana specifies the underlyings included in the “Focus Group” up to a maximum of 10, on the basis of the liquidity of the underlying, taking also the existence of option contracts with maturities over 12 months into account. The composition of the “Focus Group” shall be revised at least once a year; Borsa Italiana shall announce the new composition in a Notice appropriately in advance of the date on which it comes into effect.
9. Following the changes in the composition of the “Focus Group” referred to in paragraph 8, market makers are required to alter the choice of stock options they made in their applications, starting from the date on which the new composition shall enter into force.
10. Where a market maker applies for entry in additional sections of the Register, the choice of underlyings must satisfy the criteria laid down in paragraphs 4 and 5, with account being taken of the composition of the “Focus Group” at the time of the application.
11. Where Borsa Italiana excludes a stock option from trading under Article 5.1.2, paragraph 5, of the Rules, market makers that have chosen the related underlying to fulfil the obligations regarding the number of underlying referred to in paragraphs 4 and 5 must make good the shortfall by applying to act as market maker for another underlying before the next expiry date; market makers entered in the Liquidity Provider subsection that have chosen only the related underlying to fulfil the obligations must apply to act as a market maker for another underlying before the next expiry date.

#### **Article IA.9.3.13**

##### ***(Quotation obligations of stock option market makers)***

1. For “*Stock option*” contracts whose underlying belongs to the “Focus Group”, Market makers entered in the Primary Market Maker subsection are required to display bids and offers on a continuous basis for the first six maturities on four consecutive series within a range of strike prices defined by the at-the-money series, one in-the-money series and four out-of-the-money series.
2. For “*Stock option*” contracts whose underlying does not belong to the “Focus Group”, market makers entered in the Primary Market Maker subsection are

required to display bids and offers on a continuous basis for the first four maturities on four consecutive series within a range of strike prices defined by the at-the-money series, one in-the-money series and four out-of-the-money series.

3. Market makers entered in the Primary Market Maker subsection shall fulfil the obligations referred to in paragraphs 1 and 2 for a minimum number of contracts equal to one of the following values: 10, 20, 30, 40, 60, 80, 100, 120, 140 or 160 contracts. Borsa Italiana shall divide the underlyings of the option contracts into classes of liquidity on the basis of the volume of trading of the underlying on the MTA market, the multiplier of the option contract, and the price and historical volatility of the underlying. Each class of liquidity shall be assigned a minimum number of contracts for which Primary Market Makers are required to quote.

At least once a year Borsa Italiana shall revise the minimum number of contracts associated with each underlying of the option contracts and announce the revised numbers in a Notice. Primary Market Makers' quantity obligations for option contracts whose underlying belongs to the "Focus Group" shall be reduced by half for the fourth, fifth and sixth maturities; Liquidity Providers' quantity obligations for option contracts whose underlying belongs to the "Focus Group" shall be reduced by half for the fourth maturity.

Primary Market Makers are required to restore their quotations within two minutes of a hit on the book.

4. Between the ninth and fifth trading days before the expiry day the obligations referred to in paragraphs 1 and 2 for the nearest maturity must be fulfilled on three consecutive series within a range of strike prices defined by the at-the-money series, one in-the-money series and three out-of-the-money series. The quotation obligations for the nearest maturity shall cease to apply on the fourth trading day before the expiry day.
5. Market makers entered in the Market Maker subsection are required to respond to requests for quotations:
  - for the first six consecutive maturities: the at the money series, the first five in-the-money series and the first five out-of-the-money series for call and put options:
    - for at least forty contracts for the undelyings in the "Focus Group";
    - for at least twenty contracts for other underlyings;
  - for the maturities that follows the sixth: the at the money series, the first two in-the-money series and the first five out-of-the-money series for call and put options, for at least twenty contracts.

Market makers are required to respond to requests for quotations within two minutes of their being made; the response must remain on the book for at least fifteen seconds.

6. On the sixth and fifth trading days before the expiry day the obligations referred to in paragraph 5 for the nearest maturity must be fulfilled for the following call and put series: the at-the-money series, the first two in-the-money series and the first two out-of-the-money series. The quotation obligations for the nearest maturity shall cease to apply on the fourth trading day before the expiry day.

7. Market makers entered in the Liquidity Provider subsection are required to display bids and offers on a continuous basis for the first four consecutive maturities and for quantities and for series referred to in paragraphs 1, 2 and 3.
8. Market makers entered in the Designated Market Makers subsection are required to display bids and offers on a continuous basis for the first maturity and for the quantities indicated in the previous paragraph 3, for the following call and put series of the “*weekly stock option*” contracts:
  - a. from the Thursday of the week preceding the maturity week and until Tuesday preceding the maturity day: five consecutive series within a range of strike prices defined by the at-the-money series, two in-the-money series and six out-of-the-money series;
  - b. on Wednesday and Thursday prior to the maturity day: three consecutive series within a range of strike prices defined by the at-the-money series, an in-the-money series and three out-of-the-money series.

Should the maturity of the weekly stock options be shortened because the day is not a trading day, the above quotation form shall be modified accordingly.

Designated Market Makers are required to restore their quotations within 2 minutes of a hit on the book.

9. In displaying the bids and offers referred to in paragraphs 1, 2, 3 and 5, market makers entered in the Primary Market Maker subsection, the Market Maker subsection and the Liquidity Provider subsection must observe the following table, where “purchase price” shall mean the price the market maker intends to use as its bid price and “spread” shall mean the maximum permitted difference between bid prices and corresponding ask prices.

Market makers entered in the Designated Market Maker subsection, in displaying the proposals referred to in paragraph 8, shall observe the following tables relative to maturity shorter than 12 months.

#### **Maturities < = 12 months**

**Table a) – Underlying with a value between 0 and 5.00 euro**

<i>Purchase price (in euro)</i>	<i>Spread (in euro)</i>
0.0005 – 0.2000	0.050
0.2005 – 0.5000	0.080
0.5005 – 1.0000	0.120
Greater than or equal to 1.0005	0.250

**Table b) - Underlying with a value between 5.01 and 10.00 euro**

<i>Purchase price (in euro)</i>	<i>Spread (in euro)</i>
0.0005 – 0.2000	0.100

0.2005 – 1.0000	0.150
1.0005 – 2.0000	0.200
Greater than or equal to 2.0005	0.500

**Table c) – Underlying with a value between 10.01 and 50.00 euro**

<i>Purchase price (in euro)</i>	<i>Spread (in euro)</i>
0.0005 – 0.5000	0.150
0.5005 – 2.0000	0.300
2.0005 – 5.0000	0.500
Greater than or equal to 5.0005	1.000

**Table d) - Underlying with value greater than 50.01 euro**

<i>Purchase price (in euro)</i>	<i>Spread (in euro)</i>
0.0005 – 0.5000	0.50
0.5005 – 2.0000	1.00
2.0005 – 5.0000	1.50
Greater than or equal to 5.0005	2.50

**Maturities > 12 months**

**Table a) - Underlying with a value between 0 and 5.00 euro**

<i>Purchase price (in euro)</i>	<i>Spread (in euro)</i>
0.0005 – 0.2000	0.100
0.2005 – 0.5000	0.150
0.5005 – 1.0000	0.250
Greater than or equal to 1.0005	0.500

**Table b) - Underlying with a value between 5.01 and 10.00 euro**

<i>Purchase price (in euro)</i>	<i>Spread (in euro)</i>
0.0005 – 0.2000	0.200
0.2005 – 1.0000	0.300
1.0005 – 2.0000	0.400
Greater than or equal to 2.0005	1.000

**Table c) – Underlying with a value between 10.01 and 50.00 euros**

<i>Purchase price (in euro)</i>	<i>Spread (in euro)</i>
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0.0005 – 0.5000	0.300
0.5005 – 2.0000	0.600
2.0005 – 5.0000	1.000
Greater than or equal to 5.0005	2.000

**Table d) - Underlying with value greater than 50.01 euros**

<i>Purchase price (in euro)</i>	<i>Spread (in euro)</i>
0.0005 – 0.5000	1.00
0.5005 – 2.0000	2.00
2.0005 – 5.0000	3.50
Greater than or equal to 5.0005	5.00

10. At least once a year Borsa Italiana shall divide stock options among the spread tables on the basis of the arithmetic mean of the official prices of the underlyings in the week before the week of the first maturity set for the contracts and announce the division in a Notice. The division shall come into effect on the first day following the expiry of the contract.
11. Borsa Italiana may assign a stock option to a different spread table in circumstances other than those referred to in paragraph 6, taking account of the price of the underlying. Such changes in the spread tables and the dates on which they are to come into effect shall be announced in a Notice.
12. The system updates the at-the-money series with the frequency and in the manner established by Borsa Italiana in the Guide of Parameters.
13. The quotation obligations shall begin at 09.30 and end at 17.25.
14. When this articles is first applied, Borsa Italiana shall divide stock options among the spread tables on the basis of the arithmetic mean of the official prices of the underlyings in the five preceding days and announce the division in a Notice.
15. Borsa Italiana, in evaluating possible violations of the obligations referred to in Article 5.4.1 of the Rules, shall also take account of values of the  $\varepsilon$  indicator referred to in Article IA.10.1.1, paragraphs 1(a) and 1(b), of less than:
  - 85% for intermediaries entered in the Primary Market Maker subsection;
  - 80% for intermediaries entered in the Market Maker subsection;
  - 85% for intermediaries entered in the Liquidity Provider subsection.
  - 85% for intermediaries entered in the Designated Market Maker subsection.
16. Once a month Borsa Italiana shall rank the market makers of each subsection of the Register referred to in Article 5.4.1 of the Rules on the basis of the  $\varepsilon$  indicator and inform each market maker of the value of its indicator and position in the ranking.
17. For the purpose of determining the monthly variables defined above, the reference month shall be the period from the first trading day after the monthly maturity of the contracts to the following monthly maturity day.



**Article IA.9.3.14**  
**(Market makers for stock futures contracts)**

1. Market makers for stock futures shall be intermediaries entered in the Primary Market Maker subsection.
2. Borsa Italiana shall enter intermediaries that apply in writing in the subsection of the Register referred to in paragraph 1. They shall start operating on the date indicated by Borsa Italiana when they are entered in the Register. Borsa Italiana shall decide on applications within thirty days of their receipt.
3. For stock futures admitted to trading on MTA, in applications for entry in the Register as a Primary Market Maker, intermediaries must specify at least 20 underlyings of futures contracts for which they intend to act as market makers, including all the underlyings of the Focus Group referred to in Article IA.9.3.12, paragraph 6. The remaining underlyings specified must ensure adequate cover of the classes of quantity obligations referred to in Article IA.9.3.15, paragraph 3.
4. For stock futures admitted in other European regulated markets, in applications for entry in the Register as a Primary Market Maker, intermediaries must specify at least 1 underlying of futures contracts for which they intend to act as market makers.

**Article IA.9.3.15**  
**(Quotation obligations of stock futures contracts market makers)**

1. Stock futures market makers referred to in Article IA.9.3.14, paragraph 1, are required to display bids and offers on a continuous basis for the nearest maturity until the fourth day before its maturity and, starting on that day, for the first subsequent maturity maturity for the quantities (“classes of quantity obligations”) and the spreads specified in the following paragraphs.
2. Borsa Italiana shall divide the underlyings of the futures contracts that are not part of the Focus Group referred to in paragraph 3 of Article IA.9.3.14 and the underlyings referred to in paragraph 4 of Article IA.9.3.14 into liquidity classes on the basis of the volume of trading of the underlying on the reference market, the multiplier of the futures contract, and the price and historical volatility of the underlying. Each liquidity class shall be assigned a minimum number of contracts for which Primary Market Makers are required to quote. In exceptional cases Borsa Italiana may assign the underlying of the futures contract a minimum number of contracts different from that obtained by applying the standard methodology referred to above.

At least once a year Borsa Italiana shall revise and announce in a Notice the quantity of contracts for which quotations are to be displayed in relation to each underlying of stock futures contracts.

3. For stock futures admitted to trading on MTA, market makers shall fulfil the obligations referred to in paragraph 1 for quantities equal to at least:
  - 25 contracts for the underlyings of futures contracts included in the Focus Group referred to in Article IA.9.3.12, paragraph 6;

- 15 or 5 contracts for the remaining futures contracts in accordance with the liquidity class determined pursuant to paragraph 2.
4. For stock futures admitted on other European regulated markets, market makers shall fulfil the obligations referred to in paragraph 1 for quantities equal to at least 10, 20, 30, 40 or 50 contracts depending on the liquidity class of the underlying determined pursuant to paragraph 2.
  5. In performing the activity referred to in paragraph 1 and 3 market makers must observe the following tables, with a specific table for each class of quantity obligations, where “purchase price” shall mean the price the market maker intends to use as its bid price and “spread” shall mean the maximum permitted difference between bid and ask prices:

**Table a) – Relating to the quantity obligations referred to in paragraph 3, equal to 25 contracts (underlyings included in the Focus Group)**

Purchase price (in euro)		Spread (in euro)
From	To	
0.01	4.00	0.020
4.01	8.00	0.030
8.01	12.00	0.040
12.01	16.00	0.050
16.01	20.00	0.070
More than 20.01		0.120

**Table b) – Relating to the quantity obligations referred to in paragraph 3, equal to 15 contracts**

Purchase price (in euro)		Spread (in euro)
From	To	
0.01	4.00	0.040
4.01	8.00	0.050
8.01	12.00	0.060
12.01	16.00	0.080
16.01	20.00	0.100
More than 20.01		0.150

**Tabella c) – Relating to the quantity obligations referred to in paragraph 3, equal to 5 contracts**

Purchase price (in euro)		Spread (in euro)
From	To	
0.01	4.00	0.060
4.01	8.00	0.080
8.01	12.00	0.100
12.01	16.00	0.150

16.01	20.00	0.300
More than 20.01		0.500

6. For the market making referred to in paragraphs 1 and 4, the maximum spread shall be equal to 0.30 euro.
7. Market makers are required to restore their quotations within two minutes of a hit on the book.
8. The quotation obligations shall begin at 09.30 and end at 17.25.
9. Borsa Italiana, in evaluating possible violations of the obligations referred to in this article shall also take account of values of the  $\varepsilon$  indicator referred to in Article IA.10.1.1, paragraph 1(a), of less than 90%.

#### **Article IA.9.3.16**

##### ***(Market makers for electricity futures for the Italy area or for the Germany/Austria area)***

1. Market makers for electricity futures for the Italy area or for the Germany/Austria area shall be intermediaries entered in the Primary Market Maker subsection, intermediaries entered in the Market Maker subsection and intermediaries entered in the Liquidity Provider subsection.
2. Borsa Italiana shall enter the intermediaries that apply in writing in the subsection of the Register referred to in paragraph 1. They shall start operating on the date indicated by Borsa Italiana when they are entered in the Register. Borsa Italiana shall decide on applications within thirty days of the application receipt.

#### **Article IA.9.3.17**

##### ***(Quotation obligations of market makers for electricity futures for the Italy area or for the Germany/Austria area)***

1. For futures contracts of the Italy area and for futures contracts of the Germany/Austria area, market makers for electricity futures entered in the Primary Market Maker subsection are required to display bids and offers on a continuous basis for all the futures traded with maximum spreads and quantities equal to at least those shown in paragraph 4.

Primary Market Makers are required to restore their quotations within two minutes of a hit on the book.

2. For futures contracts of the Italy area and for futures contracts of the Germany/Austria area, market makers for electricity futures entered in the Market Maker subsection are required to respond to request for quotation for all the futures traded with maximum spreads and quantities equal to at least those shown in paragraph 4.

Market Makers are required to respond to request for quotations within two minutes of a their being made; the response must remain on the book for at least 15 seconds.

3. For futures contracts of the Italy area and for futures contracts of the Germany/Austria area, market makers for electricity futures entered in the Liquidity Providers subsection are required to display bids and offers on a continuous basis with maximum spreads and quantities equal to at least those shown in paragraph 4, for contracts having the following maturities:
  - a) monthly maturities, for baseload and peakload contracts;
  - b) quarterly maturities, for baseload and peakload contracts;
  - c) annual maturities, for baseload and peakload contracts.

Liquidity Providers are required to restore their quotations within two minutes of a hit on the book.

4. In displaying the bids and offers referred to in paragraphs 1 and 3 and in responding to request for quotation referred to in paragraph 2, market makers entered in the Primary Market Maker subsection, in the Liquidity Provider subsection and in the Market Maker subsection must observe the following table:

Electricity Futures Contracts - Italy area	Quantity (Minimum number of contracts)	Spread (Euro/ MWh)
Baseload monthly futures	10	2
Baseload quarterly futures	5	2
Baseload yearly futures first maturity	5	2
yearly futures baseload second maturity	5	3
Peakload monthly futures	10	3
Peakload quarterly futures	5	4
Peakload yearly futures	5	3

Electricity Futures Contracts - Germany/Austria area	Quantity (Minimum number of contracts)	Spread (Euro/MWh)
Baseload monthly futures	10	0.5
Baseload quarterly futures	5	0.5
Baseload yearly futures	5	0.5
Peakload monthly futures	10	1
Peakload quarterly futures	5	1
Peakload yearly futures	5	1

For yearly futures admitted pursuant to Article IA.9.1.15, paragraph 3, last sentence, market makers quotation obligation shall be displayed in the start of trading Notice.

The “spread” is the maximum permitted difference between bid and ask prices.

5. The quotation obligations shall begin at 09.30 and end at 17.40.
6. Borsa Italiana share verify market makers’ fulfilment of their obligations.

### **Article IA.9.3.18**

#### ***(Market makers for durum wheat futures)***

1. Market makers for durum wheat futures contracts shall be intermediaries entered in the Primary Market Maker subsection and intermediaries entered in the Liquidity Provider subsection.
2. Borsa Italiana shall enter the intermediaries that apply in writing in a subsection of the Register referred to in paragraph 1. They shall start operating on the date indicated by Borsa Italiana when they are entered in the Register. Borsa Italiana shall decide on applications within thirty days of receiving them.

### **Article IA.9.3.19**

#### ***(Quotation obligations of market makers for durum wheat futures)***

1. Market makers entered in the Primary Market Maker subsection are required to display bids and offers for all the maturities traded up to the maturity of the contract with maximum spreads and for quantities equal to at least those specified in paragraph 4.
2. Market makers entered in the Liquidity Provider subsection are required to display bids and offers on a continuous basis for all the maturities traded up to the end of the sixth trading day prior to the maturity of the contract with maximum spreads and for quantities equal to at least those specified in paragraph 4.
3. Primary Market Makers and Liquidity Providers are required to restore their quotations within two minutes of the conclusion of contracts deriving from a hit on the book.
4. In displaying quotations, market makers entered in the Primary Market Maker subsection and the intermediaries entered in the Liquidity Provider subsection must fulfill the following obligations:
  - a. the quantity shall be at least 3 contracts;
  - b. the maximum difference between bid and offer prices must not be more than:
    - €8 for the first four maturities;
    - €10 for the fifth maturity;
5. The quotation obligations shall begin at 14.30 and end at 17.40.
6. Borsa Italiana shall verify compliance with the obligations entered into by market makers.

### **Article IA.9.3.20**

#### ***(Exclusion upon request from the Register of market makers)***

Market makers that intend to cease their activity, with reference to one or more contracts, must give Borsa Italiana notice in writing at least 30 days before the planned day of cessation. Borsa Italiana may accept shorter notice in cases where the market maker demonstrates the necessity thereof.

**Article IA.9.3.21**

***(Exoneration from quotation obligations)***

1. Borsa Italiana may temporarily relieve market makers from the quotation obligations for derivative instruments traded in the IDEM Equity segment in the following circumstances:
  - a) suspension from trading of the underlying financial instrument or suspension from trading of a significant percentage of the financial instruments included in the index where the underlying is an index;
  - b) anomalous movements in the volatility of the price or bid-ask spread of the underlying financial instrument or anomalous movements in the volatility of the underlying index;
  - c) any other circumstances preventing the regular performance of market making.
  
2. Borsa Italiana may temporarily relieve market makers from the quotation obligations for derivative instruments traded in the IDEX and AGREX segments in the following circumstances:
  - a) anomalous movements in the volatility of the derivative instrument;
  - b) any other circumstances preventing the regular performance of market making.
  
3. In relation to IDEX segment, Borsa Italiana reserves the right to temporarily relieve market makers from the quotation obligations for a maximum of 10 non-consecutive trading days per year in case of communication of temporary organizational difficulties that affect the continuity of the function.

## **CHAPTER IA.9.4 – IDEM SPECIALISTS**

### **Article IA.9.4.1**

#### ***(Register of IDEM specialists)***

1. Pursuant to Article 5.4.2 of the Rules, specialists shall use companies authorised to trade in their home country.
2. Specialists shall be entered in the “Register of derivatives specialists” (hereinafter, the “Register”).
3. The Register shall be divided into sections corresponding to the different contracts traded and into subsections according to the type of quotation obligations to which the specialist is subject under paragraph 4.
4. The Register shall contain the following subsections:
  - a. the Primary Specialist subsection, for specialists that are subject to continuous quotation obligations;
  - b. the Specialist subsection, for specialists that are required to provide quotations upon request;
  - c. the Liquidity Provider Specialist subsection, for specialists that are subject to continuous quotation obligations for the first four consecutive maturities for MIBO options and stock options other than the weekly stock options and for specialists that are subject to continuous quotation obligations for reduced periods for durum wheat futures.
  - d. the Designated Specialist subsection for specialist that are subject to continuous quotation obligations for weekly MIBO options and weekly stock options.
5. Unless specified otherwise in these Instructions, specialists may apply to be entered in one of the subsections referred to in paragraph 4. For any given contract, specialists may be subject to only one type of quotation obligations.
6. Exclusively for the IDEX and AGREX segments, the specialist shall use subjects which satisfy the requirements referred to in article IA.3.1.1, paragraph 1, letter c).

### **Article IA.9.4.2**

#### ***(IDEM specialists)***

1. Depending on the instruments for which they intend to act, specialists referred to in Article 5.4.2 shall be subject to Articles IA.9.3.2, IA.9.3.3, IA.9.3.4, IA.9.3.5, IA.9.3.6, IA.9.3.7, IA.9.3.8, IA.9.3.9, IA.9.3.10, IA.9.3.11, IA.9.3.12, IA.9.3.13, IA.9.3.14, IA.9.3.15, IA.9.3.16, IA.9.3.17, IA.9.3.18 and IA.9.3.19.

#### **Article IA.9.4.3**

##### ***(Exclusion upon request from the Register of specialists)***

1. Specialists that intend to cease their activity, with reference to one or more contracts, must give Borsa Italiana notice in writing at least 30 days before the planned day of cessation. Borsa Italiana may accept shorter notice in cases where the specialist demonstrates the necessity thereof.

#### **Article IA.9.4.4**

##### ***(Exoneration from quotation obligations)***

1. Borsa Italiana may temporarily relieve specialists from the quotation obligations for derivative instruments traded in the IDEM Equity segment in the following circumstances:
  - a) suspension from trading of the underlying financial instrument or suspension from trading of a significant percentage of the financial instruments included in the index where the underlying is an index;
  - b) anomalous movements in the volatility of the price or bid-ask spread of the underlying financial instrument or anomalous movement in the volatility of the underlying index;
  - c) any other circumstances preventing the regular performance of the role of specialist.
2. Borsa Italiana may temporarily relieve specialists from the quotation obligations for derivative instruments traded in the IDEX and AGREX segments in the following circumstances:
  - a) anomalous movements in the volatility of the derivative instrument;
  - b) any other circumstances preventing the regular performance of specialist.
3. In relation to IDEX segment, Borsa Italiana reserves the right to temporarily relieve specialists from the quotation obligations for a maximum of 10 non-consecutive trading days per year in case of communication of temporary organizational difficulties that affect the continuity of the function.



## TITLE IA.10 INDICATORS

### CHAPTER IA.10.1 – METHOD OF CALCULATING THE $\varepsilon$ INDICATOR

#### Article IA.10.1.1 ( $\varepsilon$ indicator)

1. Once a month Borsa Italiana shall calculate the  $\varepsilon$  indicator, defined as follows:

$$\varepsilon (\%) = 0,4 * P\_ratio + 0,4 * S\_ratio + 0,2 * Q\_ratio$$

where the calculation coefficients are:

- a) for specialists and for market makers entered in the Primary Market Maker, Designated Market Maker and Liquidity Provider subsections and for IDEM specialists entered in the Primary Specialist, Designated Specialist and Liquidity Provider Specialist subsections:

P\_ratio is calculated on the basis of the number of minutes of compliance with the continuous quotation obligations

S\_ratio is calculated on the basis of the number of minutes of compliance with the spread obligations

Q\_ratio is calculated on the basis of the number of minutes of compliance with the minimum quantity obligations

- b) for market makers entered in the Market Maker subsection and for IDEM specialists entered in the Specialist subsection:

P\_ratio is calculated on the basis of the number of alarms triggered by failure to comply with the obligations to respond to requests for quotations

S\_ratio is calculated on the basis of the number of alarms triggered by failure to comply with the spread obligations

Q\_ratio is calculated on the basis of the number of alarms triggered by failure to comply with the minimum quantity obligations

2. Once a month Borsa Italiana shall calculate the  $\varepsilon_{\text{BID}}$  indicator, defined as follows:

$$\varepsilon_{\text{BID}} (\%) = 0,6 * P\_ratio + 0,4 * Q\_ratio$$

where:

P\_ratio is calculated on the basis of the number of minutes of compliance with the continuous quotation obligations

Q\_ratio is calculated on the basis of the number of minutes of compliance with the minimum quantity obligations

## TITLE IA.11

### SURVEILLANCE OF THE MARKETS

#### CHAPTER IA.11.1 — HANDLING OF ERRORS

##### Article IA.11.1.1 (General principles)

1. An approved intermediary that makes a mistake in entering orders in a market shall promptly inform Borsa Italiana, giving the details of any resulting transactions and specifying whether it intends to request activation of the error handling procedure referred to in this Title.
2. Such reports, requests for the correction of mistakes by those that made them and the related counterparty authorisations referred to in this title may be sent:
  - a) by telephone, provided calls are recorded by Borsa Italiana on magnetic tape or an equivalent medium;or
  - b) after contacting Borsa Italiana's supervision office by telephone, by sending a written request to the following e-mail address: [ms@borsaitaliana.it](mailto:ms@borsaitaliana.it);or
  - c) after contacting Borsa Italiana's supervision office by telephone, by sending a written request to the following fax number: (+39) 02-867422.Requests sent by e-mail or fax must contain the details of the transactions using the model forms attached hereto. The same information must be expressly specified in recorded telephone calls.
3. Borsa Italiana shall promptly notify the details of the financial instruments for which the error handling procedure has been requested and activated to the counterparties involved or the entire market in the manner deemed most appropriate.
4. The cost of contacting the counterparties in connection with the adoption of corrective measures shall normally be borne by the approved intermediary that made the mistake. In the markets where the identities of the counterparties are not known to market participants, the intermediary that made the mistake shall contact Borsa Italiana.
5. The manner of determining the fees for the error handling procedure referred to in Article 6.1.3, paragraph 11, of the Rules is specified in Article IA.11.1.6.

**Article IA.11.1.2**  
***(Ordinary procedure)***

1. The ordinary procedure may be activated where the following conditions are met:
  - a) the error correction request is submitted to Borsa Italiana with as promptly as possible;
  - b) the transactions to which the request refers derive from an evident mistake.
2. Borsa Italiana shall promptly inform the applicant where the request for activation of the ordinary procedure is refused, giving the reasons for the refusal.
3. One or more of the corrective measures referred to in Article 6.1.3, paragraph 2, of the Rules may be adopted directly within the scope of their authority by the parties or by Borsa Italiana subject to the agreement of the parties.

**Article IA.11.1.3**  
***(Extraordinary procedure)***

1. Borsa Italiana may arrange or implement one or more of the actions referred to in Article 6.1.3, paragraph 2, of the Rules where, for the different types of errors, the conditions specified respectively in paragraphs 2, 3, 4, 5, 6, 7 and 8 are met.
2. In the case of mistakes involving the same instrument made as a result of the entry of a single order or quotation that leads to the conclusion of one or more contracts, the conditions referred to in paragraph 1 shall be the following:
  - a) the error correction request must be submitted to Borsa Italiana as promptly as possible;
  - b) the transactions to which the request refers must originate from an evident mistake;
  - c) the transactions to which the request refers must have prices above or below the levels established on a case-by-case basis by Borsa Italiana by calculating the theoretical “reference” prices referred to in Article IA.11.1.4 and the maximum divergence thresholds beyond which prices are to be considered abnormal referred to in Article IA.11.1.5;
  - d) the amount referred to in Article 6.1.3, paragraph 4(c), of the Rules must exceed 12,500 euro in total. Such amount is equal to 5,000 euro for instruments listed on the SEDEX market.

For financial instruments traded in a currency other than the Euro, the entity of the loss shall be calculated on the basis of the ECB's fixing exchange rate for the last day on which such rate was fixed preceding the day of the transaction.

3. In the case of mistakes involving instruments traded on SEDEX market resulting from the entry of a more than one order or quotation that led to the conclusion of a number of contracts that can be traced back to the original error, the conditions referred to in paragraph 1 — with reference to a single financial instrument — shall be the following:

- a) the error correction request must be submitted to Borsa Italiana as promptly as possible;
- b) the transactions to which the request refers must originate from an evident mistake;
- c) the interval between the conclusion of the first and last contracts to which the request refers must not be more than 60 seconds;
- d) the transactions to which the request refers must have prices above or below the levels established on a case-by-case basis by Borsa Italiana by calculating the theoretical “reference” prices referred to in Article IA.11.1.4 and the maximum divergence thresholds beyond which prices are to be considered abnormal referred to in Article IA.11.1.5, paragraph 2;
- e) the amount referred to in Article 6.1.3, paragraph 4(c), of the Rules must exceed 12,500 euro in total.

For financial instruments traded in a currency other than the Euro, the entity of the loss shall be calculated on the basis of the ECB’s fixing exchange rate for the last day on which such rate was fixed preceding the day of the transaction.

4. In the case of mistakes involving instruments traded on the ETFplus market resulting from the entry of more than one order or quotation that led to the conclusion of a number of contracts that can be traced back to the original error, the conditions referred to in paragraph 1 — with reference to a single financial instrument — shall be the following:
  - a) the error correction request must be submitted to Borsa Italiana as promptly as possible;
  - b) the transactions to which the request refers must originate from an evident mistake;
  - c) the interval between the conclusion of the first and last contracts to which the request refers must not be more than 60 seconds;
  - d) the transactions to which the request refers must have prices above or below the levels established on a case-by-case basis by Borsa Italiana by calculating the theoretical “reference” prices referred to in Article IA.11.1.4 and the maximum divergence thresholds beyond which prices are to be considered abnormal referred to in Article IA.11.1.5, paragraph 2;
  - e) the amount referred to in Article 6.1.3, paragraph 4(c), of the Rules must exceed 25,000 euro in total.
  
5. In the case of mistakes involving contracts on stock options or index options contracts traded in the IDEM market, without prejudice to the conditions laid down in paragraphs 2(a) and 2(b), the amount referred to in paragraph 2(d) shall be reduced to 5,000 euro where the prices of the transactions to which the request refers are above or below the levels established on a case-by-case basis by Borsa Italiana by calculating the theoretical “reference” prices referred to in Article IA.11.1.4 and the maximum divergence thresholds referred to in Article IA.11.1.5, paragraph 11.
  
6. In the case of mistakes involving traded in the IDEM Equity segment of the IDEM market resulting from the entry of more than one order or quotation that led to the conclusion of a number of contracts that can be traced back to the

original error, the conditions referred to in paragraph 1 – with reference to a single underlying instrument and to the same type of derivative contract, as referred to in Chapter IA.9.1 - shall be the following:

- a) the error correction request must be submitted to Borsa Italiana as promptly as possible;
  - b) the transactions to which the request refers must originate from an evident mistake;
  - c) the interval between the conclusion of the first and last contracts to which the request refers must not be more than 60 seconds;
  - d) the transactions to which the request refers must have prices above or below the levels established on a case-by-case basis by Borsa Italiana by calculating the theoretical “reference” prices referred to in Article IA.11.1.4 and the maximum divergence thresholds beyond which prices are to be considered abnormal referred to in Article IA.11.1.5, paragraphs 5, 7 and 10;
  - e) the amount referred to in Article 6.1.3, paragraph 4(c), of the Rules must exceed 25,000 euro in total.
7. In the case of mistakes involving electricity futures traded in the IDEX segment of the IDEM market and durum wheat futures traded in the AGREX segment of the IDEM market resulting from the entry of a single order or quotation that led to the conclusion of one or more contracts, the conditions referred to in paragraph 1 shall be the following:
- a) the error correction request must be submitted to Borsa Italiana as promptly as possible;
  - b) the transactions to which the request refers must originate from an evident mistake;
  - c) the transactions to which the request refers must have prices above or below the levels established on a case-by-case basis by Borsa Italiana by calculating the theoretical “reference” prices referred to in Article IA.11.1.4 and the maximum divergence thresholds beyond which prices are to be considered abnormal referred to in Article IA.11.1.5;
  - d) for electricity futures, the amount referred to in Article 6.1.3, paragraph 4(c), of the Rules must exceed the values shown in the following table;

Electricity futures for the Italy area and for the Germany/Austria area	Loss limit (€)
<i>Monthly futures</i>	25,000
<i>Quarterly futures</i>	50,000
<i>Yearly futures</i>	100,000

- e) for durum wheat futures, the amount referred to in Article 6.1.3, paragraph 4(c), of the Rules must exceed € 25,000.
8. In the case of mistakes involving electricity futures traded in the IDEX segment of the IDEM market and durum wheat futures traded in the AGREX segment of the IDEM market resulting from the entry more than one order or quotation that

led to the conclusion of a number of contracts that can be traced back to the original error, the conditions referred to in paragraph 1 shall be the following:

- a) the error correction request must be submitted to Borsa Italiana as promptly as possible;
- b) the transactions to which the request refers must originate from an evident mistake;
- c) the interval between the conclusion of the first and last contracts to which the request refers must not be more than 60 seconds;
- d) the transactions to which the request refers must have prices above or below the levels established on a case-by-case basis by Borsa Italiana by calculating the theoretical “reference” prices referred to in Article IA.11.1.4 and the maximum divergence thresholds beyond which prices are to be considered abnormal referred to in Article IA.11.1.5;
- e) the amount referred to in Article 4.9.3, paragraph 4(c), of the Rules must exceed:
  - € 100,000 for electricity futures;
  - € 50,000 for durum wheat futures.

With regard to the IDEX segment, Borsa Italiana shall arrange or implement the conditions set out in this paragraph, or one or more of the actions referred to in Article 6.1.3, paragraph 2, of the Rules, separately for the energy futures contracts for the Italy area and for the Germany/Austria area, and for the baseload and peakload futures.

9. Borsa Italiana shall promptly inform the applicant where the request for activation of the extraordinary procedure is refused, giving the reasons for the refusal.

#### **Article IA.11.1.4 (Determination of the theoretical “reference” prices)**

1. The theoretical price for the MTA market, the MIV market, the ETFplus market and the SEDEX market shall be determined by Borsa Italiana on the basis of one of the following prices:
  - the arithmetic mean of the prices of a minimum of three and a maximum of ten consecutive contracts concluded on the same day, chosen among those preceding or following the error;
  - the opening-auction price of the same session referred to in Article 4.3.3, paragraph 4, of the Rules;
  - the reference price referred to in Article 4.3.9 of the Rules;
  - for ETFs and securitised derivative financial instruments, the mean of the specialist’s bid-ask quotations entered on the same day, chosen among those prior and subsequent to the error if not affected by the error itself;
  - a theoretical value determined on the basis of objective models or reference values available to the market where the error being corrected involves convertible bonds, pre-emptive rights, warrants, securitised

derivative financial instruments traded on the SEDEX market (excluding the financial instruments traded in class B, segments b) and d) referred to in Article IA.7.2.1 and the securitised derivative financial instruments whose underlyings are shares or units of open-end CIUs not traded on regulated markets with continuous trading).

2. The theoretical price for the MOT market shall be determined by Borsa Italiana on the basis of one of the following prices:
  - the arithmetic mean of the prices of a minimum of three and a maximum of six consecutive contracts concluded on the same day, chosen among those preceding or following the error;
  - for government securities traded in other organised markets, the price of the last contract if this was concluded in such markets on the same day;
  - the opening-auction price of the same session referred to in Article 4.3.3, paragraph 4, of the Rules;
  - the last reference price referred to in Article 4.3.9, paragraph 2, of the Rules;
  - a theoretical value determined on the basis of objective models or reference values available to the market.
3. The theoretical price for the most liquid FTSE MIB index futures and stock futures series traded in the IDEM market shall be determined by Borsa Italiana on the basis of one of the following prices:
  - the arithmetic mean of the prices of the contracts concluded in the 30 seconds preceding the error;
  - the average calculated on the basis of the averages resulting from the arithmetic means of the bid-ask quotations supplied, at the explicit request of Borsa Italiana, by at least two of the most active intermediaries in the market;
  - the theoretical assessment of Borsa Italiana, made independently or on the basis of elements available, *inter alia* by means of the partial application of the two preceding methods.
4. The theoretical price for the three least liquid FTSE MIB index and stock futures series traded in the IDEM market shall be determined by Borsa Italiana as a pair of bid-ask prices, by adding to (or subtracting from) the reference price of the most liquid series referred to in paragraph 3 the first value available from among the following bid-ask time-spreads:
  - those present in the market, provided the two values have not been influenced by the error being corrected ;
  - those supplied, at the explicit request of Borsa Italiana, by at least two of the most active intermediaries in the market;
  - those determined by Borsa Italiana on the basis of theoretical models and objective reference values available in the market.



5. The theoretical price for FTSE MIB Dividend index futures and single stock dividend futures traded in the IDEM market shall be determined by Borsa Italiana on the basis of one of the following parameters:
  - the average calculated separately for the bid prices (in the case of a mistake by the seller) or the ask prices (in the case of a mistake by the buyer) of the bid-ask quotations supplied, at the explicit request of Borsa Italiana, by at least one of the most active intermediaries in the market;
  - other objective reference values available to the market.
6. The theoretical price for electricity futures traded in the IDEX segment of the IDEM market and durum wheat futures traded in the AGREX segment of the IDEM market shall be determined by Borsa Italiana on the basis of one or more of the following parameters:
  - the average calculated separately for the bid prices (in the case of a mistake by the seller) or the ask prices (in the case of a mistake by the buyer) of the bid-ask quotations supplied, at the explicit request of Borsa Italiana, by at least one of the most active intermediaries in the market;
  - the arithmetic mean of a maximum of six successive contracts concluded on the same day, chosen from among those concluded before or after the mistake;
  - the last applicable control price.
7. The theoretical price for stock and index options contracts traded in the IDEM market shall be determined by Borsa Italiana as follows:
  - the average calculated separately for the bid prices (seller mistake) and the ask prices (buyer mistake) of the bid-ask quotations supplied, at the explicit request of Borsa Italiana, by at least two market makers (for options contracts);
  - an assessment by Borsa Italiana of bid-ask prices on the basis of theoretical models and objective reference values available in the market.
8. The theoretical reference prices determined pursuant to this article shall be rounded to two decimal places with respect to the last figure of the tick of the financial instrument.
9. The market makers and intermediaries consulted by Borsa Italiana in order to determine the theoretical prices shall be selected from among those not directly or indirectly affected by the error being corrected.

#### **Article IA.11.1.5**

##### ***(Determination of the maximum divergence thresholds)***

1. Following the determination of the theoretical prices, the prices of the contracts at which the extraordinary error handling procedure may be applied shall be calculated, i.e. all the prices respectively above or below the theoretical reference price reduced or increased by the maximum divergence threshold, as determined in the following paragraphs.

2. In the MTA market, the MIV market, the ETFplus market and the SEDEX market the maximum divergence for each instrument shall be equal:

- for mistakes made in the pre-auction phase, to the maximum variation allowed in the prices of contracts with respect to the static price as provided for in Article 4.3.12, paragraph 1(b) of the Rules;
- for mistakes made in the continuous trading phase, to 5% for shares, convertible bonds and units of closed-end funds, to 10% for other financial instruments traded on the MTA market and the MIV market;
- for mistakes made in the continuous trading phase on the SEDEX market to the percentages shown in the table below, without prejudice to what provided in the following point:

In euro	Divergence in euro (%)
Less than or equal to 0.003	(*)
0.0031 – 0.0150	25
0.0151 – 0.0750	22.5
0.0751 – 0,3000	20
0.3001 – 1.5000	17.5
1.5001 – 3.0000	15
3.0001 – 5.0000	12.5
5.0001 – 15.0000	10
15.0001 – 30.0000	7.5
30.0001 – 70.0000	5
70.0001 – 100.0000	3.5
More than 100	2.5

(\*) Where the theoretical price in euro of financial instruments traded on the SEDEX market is less than or equal to 0.003, in the event of an error caused by the seller the maximum price divergence is equal to half the theoretical price, whereas in the event of an error caused by the buyer it is equal to the theoretical price itself.

- for mistakes made in the continuous trading phase for financial instruments traded in the SEDEX market, *leverage certificates segment*, class B, and in the ETFplus market, to the maximum variation referred to in Article 4.3.12, paragraph 1(c).

For financial instruments traded in a currency other than the Euro, the theoretical price shall be converted into Euro on the basis of the ECB's fixing exchange rate for the last day on which such rate was fixed preceding the day of the transaction.

3. On the MOT market the maximum divergence threshold shall be equal:

- for mistakes made in the pre-auction phase, to the maximum variation allowed in the prices of contracts with respect to the static price as provided for in Article 4.3.12, paragraph 1b), of the Rules;

- for mistakes made in the continuous trading phase, to the corresponding maximum price variation between two consecutive contracts referred to in Article 4.3.12, paragraph 1c), of the Rules;
- for mistakes made involving financial instruments traded with the presence of a specialist, to the above-mentioned maximum divergence thresholds increased by the maximum spread referred to in Article IA.6.4.1.

For financial instruments traded in a currency other than the Euro, the theoretical price shall be converted into Euro on the basis of the ECB's fixing exchange rate for the last day on which such rate was fixed preceding the day of the transaction.

4. The maximum divergence for FTSE MIB index futures as a result of errors committed in the continuous trading phase shall be 1.5%.
5. The maximum divergence for FTSE MIB Dividend index futures as a result of errors committed in the continuous trading phase is defined on the basis of the following table:

	Divergence
<i>First maturity</i>	2.5%
<i>Second maturity</i>	3.0%
<i>Third, fourth and fifth maturity</i>	3.5%

6. The maximum divergence for single stock dividend futures as a result of errors committed in the continuous trading phase shall be 10%.
7. The maximum divergence for stock futures as a result of errors committed in the continuous trading phase shall be 5%.
8. The maximum divergence for electricity futures traded in the IDEX segment of the IDEM market as a result of errors committed in the continuous trading phase shall be established on the basis of the following table:

IDEX segment: electricity futures for the Italy area and for the Germany/Austria area	Divergence
<i>Monthly futures</i>	3%
<i>Quarterly futures</i>	2%
<i>Yearly futures</i>	1%

9. The maximum divergence for durum wheat futures traded in the AGREX segment of the IDEM market as a result of errors committed in the continuous trading phase shall be 5%.
10. The maximum divergence for options contracts for mistakes referred to in Article IA.11.1.3, paragraphs 2 and 6, shall be determined on the basis of the maturity of the option and a parameter,  $m$ , defined as follows:

- for call options  $m$  is the ratio of the price of the underlying to the strike price of the option;
- for put options  $m$  is the ratio of the strike price of the option to the price of the underlying.

The value of  $m$  shall be rounded to the third decimal place.

The threshold price shall be determined by decreasing – in the case of an error caused by the seller – or increasing – in the case of an error caused by the buyer – the reference price referred to in Article IA.11.1.4, paragraph 7 by the percentage divergence in the following table corresponding to the value of  $m$  and the maturity of the option.

*Table for determining the maximum price divergence for errors referred to in Article IA.11.1.3, paragraphs 2 and 6*

values of $m$	Weekly MIBO options and weekly stock options; first three listed maturities for MIBO options and stock options	from the fourth to the sixth listed maturity for MIBO options and stock options	beyond the sixth listed maturity for MIBO options and stock options
$m \leq 0.925$	30.0 %	20.0 %	15.0 %
$0.925 < m \leq 0.95$	25.0 %	17.5 %	12.5 %
$0.95 < m \leq 0.975$	22.5 %	17.5 %	12.5 %
$0.975 < m \leq 1.025$	20.0 %	15.0 %	10.0 %
$1.025 < m \leq 1.05$	17.5 %	12.5 %	7.5 %
$1.05 < m \leq 1.075$	15.0 %	10.0 %	7.5 %
$m > 1.075$	10.0 %	7.5 %	5.0 %

11. The maximum divergence for options contracts for mistakes referred to in Article IA.11.1.3, paragraph 5, shall be determined on the basis of the maturity of the option and the parameter,  $m$ , referred to in paragraph 10.

The threshold price shall be determined by decreasing – in the case of an error caused by the seller – or increasing – in the case of an error caused by the buyer – the reference price referred to in Article IA.11.1.4, paragraph 7 by the percentage divergence in the following table corresponding to the value of  $m$  and the maturity of the option.

*Table for determining the maximum price divergence for errors referred to in Article IA.11.1.3, paragraph 5*

values of $m$	Weekly MIBO options and weekly stock options; first three listed maturities for MIBO options and stock options	from the fourth to the sixth listed maturity for MIBO options and stock options	beyond the sixth listed maturity for MIBO options and stock options
$m \leq 0.925$	40.0 %	30.0 %	25.0 %
$0.925 < m \leq 0.95$	35.0 %	27.5 %	22.5 %

0.95	< $m \leq$	0.97 5	32.5 %	27.5 %	22.5 %
0.975	< $m \leq$	1.02 5	30.0 %	25.0 %	20.0 %
1.025	< $m \leq$	1.05 5	27.5 %	22.5 %	15.0 %
1.05	< $m \leq$	1.07 5	25.0 %	20.0 %	15.0 %
		1.07 5	20.0 %	15.0 %	10.0 %

12. The values of the prices determined pursuant to this Article shall be rounded to the nearest tick of the same financial instrument.

**Article IA.11.1.6**  
**(Determination of the fee for handling errors)**

1. Borsa Italiana shall use the following formula to determine the fee referred to in Article 6.1.3, paragraph 11, of the Rules:

$$C = 50 \times N_{cp} + 10 \times N_{ct}$$

where:

$C$  = the fee in euro;

$N_{cp}$  = the number of counterparties involved in the contracts affected by the procedure;

$N_{ct}$  = the number of contracts considered in the calculation, set equal to 0 where the number of contracts affected by the procedure is less than or equal to 50 and to the number in excess of 50 where the number of contracts affected by the procedure is more than 50.

2. The fee may not be less than 250 euro or more than 2,500 euro.
3. The minimum fee referred to in paragraph 2 shall be raised to 1,000 euro for handling errors referred to in Article IA.11.1.3, paragraphs 3, 4, 6 and 8.

**Model form for requesting the annulment of transactions  
carried out as a result of entry errors**

(Name of company) ....., in the person of its legal representative/ officer responsible for relations with Borsa Italiana's supervision office

REQUESTS

the annulment in the

- |  |   |
|--|---|
| <input type="checkbox"/> MTA market        | <input type="checkbox"/> MOT market                       |
| <input type="checkbox"/> SEDEX market      | <input type="checkbox"/> IDEM market                      |
| <input type="checkbox"/> ETFplus market    |   |
| <input type="checkbox"/> MIV market        |   |
| <input type="checkbox"/> the X-TRM service | <input type="checkbox"/> the off-market reporting service |

of the following contracts concluded as a result of an entry error

Description of the financial instrument (for options, indicate the underlying instrument, type, maturity, and base or strike price)	Number of the contract/ External number etc.	Time of conclusion	Sign	Quantity	Price or premium	Counterparty (where known)

Date

\_\_\_\_\_  
Signature of the legal representative/  
/officer responsible for relations with Borsa Italiana's supervision office

**Model form for authorising the annulment of transactions  
carried out as a result of entry errors**

(Name of company) ....., in the person of its legal representative/ officer responsible for relations with Borsa Italiana's supervision office

AUTHORISES

the annulment in the

- |  |                                      |
|--|--------------------------------------|
| <input type="checkbox"/> MTA market        | <input type="checkbox"/> MOT market  |
| <input type="checkbox"/> SEDEX market      | <input type="checkbox"/> IDEM market |
| <input type="checkbox"/> ETFplus market    |                                      |
| <input type="checkbox"/> MIV market        |                                      |
| <input type="checkbox"/> the X-TRM service |                                      |

of the following contracts concluded as a result of an entry error by our counterparty:

Description of the financial instrument (for options, indicate the underlying instrument, type, maturity, and base or strike price)	Number of the contract/ External number etc.	Time of conclusion	Sign	Quantity	Price or premium	Counterparty (where known)

Date

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*Signature of the legal representative/  
/officer responsible for relations with Borsa Italiana's supervision office*

## CHAPTER IA.11.2 — HANDLING OF TECHNICAL BREAKDOWNS

### Article IA.11.2.1

#### *(Handling of technical breakdowns)*

1. In monitoring the operation of the technical equipment and transmission networks of the electronic data processing and telecommunication systems referred to in Article 6.1.1, paragraph 2(f), of the Rules, Borsa Italiana shall continuously verify:
  - a) approved intermediaries' operational and informational links to the markets;
  - b) the working of the electronic data processing equipment and telecommunication networks for the provision of trading support services, the dissemination of information and the daily checking and correction of contracts;
  - c) the regular operation of the different market phases in accordance with the procedures and timetables prescribed.
  
2. Where the controls referred to in the preceding paragraph reveal anomalies involving a significant number of approved intermediaries, Borsa Italiana may adopt one of the following measures for an individual financial instrument or market, segment or branch:
  - a) prolong or postpone one or more market phases;
  - b) suspend one or more market phases;
  - c) prolong the session;
  - d) close the session early.

The suspension or postponement of trading in the MTA market pursuant to this article shall not normally imply the adoption of similar measures in the markets in which derivative instruments are traded. Analogously, the suspension or postponement of trading in a derivatives market (IDEM) pursuant to this article shall not imply the adoption of similar measures for the trading of the related underlying instruments.
  
3. Borsa Italiana shall also assess the significance of the number of approved intermediaries affected by technical breakdowns referred to in Article 6.1.4, paragraph 1(b), of the Rules in relation to:
  - a) the nature of the breakdowns and the operational limitations (access or information) observed;
  - b) the procedures for connecting the approved intermediaries affected to the markets;
  - c) the fact that the breakdowns concerned all or part of the technical resources available to approved intermediaries;
  - d) the market share of the approved intermediaries affected.
  
4. The duration of the suspensions and postponements referred to in paragraph 2 shall be fixed in a transparent manner and in a way that allows a significant



number of approved intermediaries to assess their contractual positions and re-establish regular connections with the market.

5. Trading may be restarted:

- a) with a phase which permits approved intermediaries to annul unexecuted orders they had entered in the market before the suspension.
- b) with the auction method in the markets and segments where this is provided for;
- c) with the continuous trading procedure.

## **CHAPTER IA.11.3 — TRADING IN SUSPENDED FINANCIAL INSTRUMENTS**

### **Article IA.11.3.1**

#### ***(Trading in suspended financial instruments)***

1. Where the suspension from trading of a financial instrument lasts longer than one day, pursuant to Article 3.3.1 of the Rules, Borsa Italiana, upon receiving a reasoned request from a intermediary, shall authorise every transaction aimed at guaranteeing the performance of an obligation to buy or sell financial instruments that has become enforceable where such obligation derives from a contract concluded before the adoption of the suspension decision.

## TITLE IA.12

### TRADING SUPPORT SERVICES

#### Article IA.12.1 *(Method of calculating accrued interest)*

1. For the calculation of accrued interest in respect of contracts involving bonds traded on the Stock Exchange that are settled either via the settlement service referred to in Article 69 of the Consolidated Law on Finance or via different services, the following conventions shall apply:
  - actual/actual on an annual basis: the interest rate calculated on an annual basis, regardless of the frequency with which coupons are paid, must be divided by the number of actual days in the year and multiplied by the number of actual days from the last coupon payment date (excluded) to the value date of the transaction (included);
  - actual/actual on a period basis: the interest rate calculated on a period basis must be divided by the number of actual days in the period and multiplied by the number of actual days from the last coupon payment date (excluded) to the value date of the transaction (included);
  - actual/360: the interest rate calculated on an annual basis, regardless of the frequency with which coupons are paid, must be divided by 360 and multiplied by the number of actual days from the last coupon payment date (excluded) to the value date of the transaction (included);
  - 30E/360: the interest rate calculated on an annual basis, regardless of the frequency with which coupons are paid, must be divided by 360 and multiplied by the number of “commercial” days from the last coupon payment date (excluded) to the value date of the transaction (included);
  - actual/365: the interest rate calculated on an annual basis, regardless of the frequency with which coupons are paid, must be divided by 365 and multiplied by the number of actual days from the last coupon payment date (excluded) to the value date of the transaction (included);
2. The convention used for each instrument shall be specified in the Stock Exchange Notice announcing the start of trading, taking into account the different service used for the settlement of the contracts.

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