

BOARD OF DIRECTORS' CONFLICTS OF INTEREST POLICY

Borsa Italiana Spa

October 2025

Document Summary

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Owner	Group Corporate Compliance

VERSION CONTROL

Date	Version	Summary updates
Nov 2017	1.0	Board of Directors' Conflict of interest – set up
March 2019	2.0	Fine tunings and updates
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May 2021	2.1	Graphic update
July 2022	2.2	Updates to reflect the adoption of the Code of Business Conduct and Ethics
October 2025	3.0	Updates to ensure alignment with other Euronext Market Operators

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1. Introduction

This policy has been finalized in accordance with the MiFID II Directive¹ (**MIFID II**) and the following implementing measures: (i) Consob Regulation n. 16191/2007 and (ii) ESMA Guidelines on specific notions under MiFID II related to the management body of market operators and data reporting services providers (Guidelines ESMA 70-154-271) (hereinafter **ESMA Guidelines**).

According to such rules, members of the Board of Directors of Borsa Italiana S.p.A. (**Borsa Italiana** or the **Company**) shall act with independence of mind, to effectively assess and challenge the decisions of the senior management where necessary and effectively oversee and monitor decision-making.

Independence of mind can be affected by conflict of interests. Members of the Board of Directors are expected to conduct themselves in a manner that avoids any situations that may give rise to a potential or actual conflict of interest.

In line with the ESMA Guidelines, the Board of Directors shall assess independence of mind of board members on the basis of the evaluation of the existence of any actual or potential conflict of interest that would impede their ability to perform their duties independently and objectively.

This policy provides rules and guidelines on managing the Borsa Italiana board members' conflicts of interest and further assist board members on the process to follow when dealing with actual or perceived conflicts of interest. The Policy also describes the way in which the Board of Directors assess the independence of mind of board members.

In particular, this Policy details: (i) the general duties owed by board members to Borsa Italiana; (ii) the list of situations where a conflict of interest that may impede the ability of board members to perform their duties independently and objectively is presumed to exist (Situational Conflicts); (iii) the board members' duty to promptly disclose any matter

¹ Regulation (EU) no. 65/2014 of the European Parliament and of the Council of 15 May 2014 on markets in financial instruments and amending Directive 2002/92/EC and Directive 2011/61/EU (recast).

that may result, or has already resulted, in a conflict of interest; (iv) the safeguards provided for by applicable rules and regulations and the organizational arrangements adopted by the Company for the purpose of effectively preventing the conflict of interest; (v) the internal procedures for the assessment of any conflict of interest situations; (vi) the information and supporting documentation to be examined for the purposes of the assessment and (vii) any measures to be taken to manage any non-compliance to the policy.

2. Coordination with other corporate documentation

The measures described in this document are defined in coordination with other organizational arrangements adopted by Borsa Italiana consistently with applicable rules and regulations concerning market operators and other provisions of general nature.

This Policy should be read in conjunction with local corporate laws and regulations and with other Euronext policies and corporate documents such as:

- the Company's Articles of Associations;
- the Rules concerning the Markets organized and managed by Borsa Italiana;
- the Code of Business Conduct and Ethics approved by the Board of Directors of Borsa Italiana;
- the Whistleblower Policy
- Policy preventing Insider Trading on Euronext N.V. Financial Instruments
- the Organisation Chart and Delegated Powers regularly updated;
- the organization, management and control model adopted by the Company's Board pursuant to Legislative Decree No 231/2001

3. Board members' duties

All board members should engage actively in their duties and should be able to make their own sound, objective and independent decisions and judgments when performing their functions and responsibilities.

A number of diverse corporate law provisions and specific statutory and regulatory requirements come into consideration with regard to the directors' duties.

Below a list of general duties of directors (under the Italian Civil Code) and specific duties of Borsa Italiana's board members.

General duties

(i) General "duty of care"

In managing the company (and in taking any related business decision/action) board members must operate with the "care required by the nature of their office and their specific competences"².

With regard to Borsa Italiana, the Consolidated Financial Law (**CFL**) requires board members to have specific professional requirements that imply the highest level of care compared to the one requested to not regulated companies, in consideration also of the systemic importance of Borsa Italiana, the general interests of investors' protection and the stability and good operation of the financial system.

(ii) Duty to act in an informed manner

Board members are required to act in an informed manner; each board members is entitled to ask to the delegated bodies to refer during the Board meeting and provide information concerning the company's management³.

In parallel, the Chairman of the Board of Directors has the duty to call the board, set the agenda of the board and operate so that appropriate information on the items of the agenda be provided to board members with "reasonable advance" whenever it is necessary to allow the board members to act "in an informed manner"⁴.

(iii) Duty to notify an interest in proposed transaction or arrangement

² Article 2392, first paragraph of the ICC.

³ Article 2381, sixth paragraph of the ICC,

⁴ Article 2381, first paragraph, of the ICC.

Board members are required to disclose the interests that they may have in any transactions which is submitted to the Board of Directors⁵ for approval.

(iv) Duty not to compete with the Company

A board member cannot, unless authorized by the shareholders: (a) take part in a competing partnership as a partner personally liable without limitation for all the debts and obligations of the partnership; (b) carry out a competing business activity, on behalf either of himself or of third parties; and (c) be appointed as board member or general manager in competing companies. In case of breach of such duty, the board member can be revoked from his office or required to refund damages⁶.

Specific duties

The Articles of Associations of the Company and the Code of Business Conduct and Ethics adopted by the Board of Directors of Borsa Italiana set out several specific additional duties for board members:

(i) Duty to avoid conflict of interests

5 Article 2391 of the ICC establishes that “a board member who, in a given transaction, has an interest (on behalf of himself/herself or of any third party) – irrespectively of whether such interest might or might not be in conflict with that of the company – must notify the other board members and the board of statutory auditors of such given interest, indicating the nature, the terms, the origin and the extent of such given interest. Should the board member concerned be an executive director (i.e. a managing director), he/she would also be required to abstain from carrying out the transaction and to refer the matter to the board of directors. Should the board member concerned be a sole director, he/she would be obliged to inform the shareholders at the first shareholders’ meeting following the transaction. In such cases, the board resolution must detail and provide evidence of the reasons underlying the decision to carry out the transaction and the benefits deriving to the company from the same. Any resolution of the board of directors’ meeting, (a) which is adopted without complying with the foregoing obligations or with the decisive vote of the director involved in a certain transaction, and (b) which may be detrimental to the company, may be challenged by the directors and by the statutory auditors within 90 days of the date on which the resolution was approved, without prejudice to the rights acquired by third parties acting in good faith. The resolution may not be challenged by the director who has allowed with its vote to it if the obligations of information provided for by the first paragraph of the above Article are fulfilled.”

⁶ Article 2390 of the ICC

A board member having an interest in a specific transaction, either directly or on behalf of a third party, conflicting with that of the Company shall abstain from participating in the relevant discussion and from voting on the relevant resolution or performing the related acts⁷.

Being simultaneously an executive director of the Company and a board member of other group companies does not necessarily represent an interest either directly or on behalf of third parties.

The Board may authorize the relevant executive director of the Company to carry out transactions with Group⁸ entities where he/she is appointed as board members, as long as the authorisation specifies the categories and the conditions of the authorised transactions, sets out the reasons and the interests the assessment of which influenced the authorisation and justifies the advantages of the authorised transactions for the companies involved (application of the “at arm’s length” principle to any intra group transactions).

(ii) Confidentiality

No board member should disclose the Company’s trade secrets, Confidential Information or proprietary information to anyone within or outside of the Company unless the recipient will need the information to carry out his or her assigned responsibilities as an employee of the Company, or the recipient is an outsider who has been properly authorized by management to receive such information⁹. If any Confidential Information must be disclosed to third parties, pursuant to the applicable provisions of law and regulations, the confidential nature of the same must be expressly pointed out in advance.

(iii) Personal transactions

In the course of their mandates, board members may become aware of material non-public information regarding the business, operations or securities of the Company or firms

⁷ Article 2.2.2 of the Code of Business Conduct and Ethics and Article 15 of the Borsa Italiana’s Articles of Association,

⁸ Group Undertaking: includes all the companies that, with respect to a party, directly or indirectly, through one or more subsidiaries (i) exercises control over that party, (ii) is controlled by that party or (iii) is subject to common control, direct or indirect, with that party, where the meaning of control is construed according to paragraph 13 of the IAS 27 Consolidated and Separate Financial Statements

⁹ Article 2.6 of the Code of Business Conduct and Ethics

dealing with the Company. The applicable securities laws prohibit trading securities on the basis of such material non public information (often called "inside information"). Also disclosing such information to others, other than in the exercise of professional duties or recommending a third party to trade based on inside information are strictly prohibited¹⁰. Provisions for personal trading applicable to the executive directors that are employees of Euronext companies are outlined in the Group Personal Trading Policy as complemented by the Euronext Personal Trading Application Procedure for Borsa Italiana Group.

In particular, according to the Group Personal Trading Policy and the Euronext Personal Trading Application Procedure for Borsa Italiana Group¹¹, the Managing Director, being delegated by the Board to manage and organized markets performing the related activities such as the admission, exclusion and suspension of financial instruments and intermediaries to and from trading, is prohibited from trading in Covered Financial Instruments traded on Borsa Italiana markets, unless exempt under Articles 3 and 4 of the Group Personal Trading Policy¹².

(iv) Duty not to accept benefits from Third Parties

Gifts or courtesy acts are admitted only if they are of such a value as they cannot be considered as being aimed at obtaining or receiving a favourable treatment.

Board members may not solicit, accept or offer any business entertainment, meals or gifts that are inappropriate or could be perceived as an improper attempt to influence business. In particular, employees and board members should not accept bribes, kickbacks, gratuities or lavish gifts or accept anything that might make it appear that their judgment on behalf of the Company would be compromised. Board members and employees should be aware that accepting or giving a gift that can be changed into cash is prohibited¹³.

¹⁰ Article 2.9 of the Code of Business Conduct and Ethics.

¹¹ Group Personal Trading Policy (Articles 5 and 7); Euronext Personal Trading Application Procedure for Borsa Italiana Group (last paragraph)

¹² According to Article 4 of the Group Personal Trading Policy, the prohibition does not apply to a set of financial instruments (Non Covered Financial Instruments, Covered Financial Instruments which are government bonds, currencies, open-ended collective and mutual funds and ETF for which no Covered Financial Instrument has more than a 15% weight). Transactions carried out pursuant to Portfolio Management Agreements or saving plans such as pension are not considered personal trades .

¹³ Article 2.2.6 of the Code of Business Conduct and Ethics

4. Conflicts of interest

Board members must avoid activities that could create conflicts of interest, to the greatest extent possible. Business decisions and actions must be based on the best interests of the Company and must not be motivated by personal considerations or relationships.

Conflicts may be defined in many ways, the basic elements of any definitions being the tensions between competing interests, the board member's interest on the one hand - be these personal or financial - and the interest of the Company on the other hand.

Board members' interest may be direct or indirect (including connected persons'/entities' interest¹⁴);

Even if not defined, a "conflict" includes situations in which the impartiality of an individual (the board member in the relevant case) in discharging his/her duties could be called into question because of the potential, perceived or actual improper influence of personal, financial and other considerations on such individual's discharge of his/her duties.

5. Circumstances which may give rise to conflicts of interest

Board members are expected to conduct themselves in a manner that avoids any situations that may give rise to a potential or actual conflict of interest.

For such purposes, prior to the appointment and after the appointment, board members are required to disclose to the Company any matter that may result, or has already resulted, in a conflict of interest (Situational Conflicts of interest). In doing so, directors may have regard to the list of circumstances set out below, which the Board takes into consideration when assessing the independence of mind of board members:

¹⁴ An individual's Connected Persons include close family members, companies under control or significantly influenced or that are controlled by close family members, or are significantly influenced by.

- a) the board member, either directly or indirectly, is or has been a qualified shareholder of the Company, or of another Market Operator¹⁵, or an officer of, or otherwise associated directly with a qualified shareholder or another Market Operator;
- b) the board member is, or has been, over the past 18 months, employed in an executive capacity in (i) the Company or (ii) companies which directly or indirectly control the Company, are controlled by the Company or are subject to joint control together with the Company, or in another Market Operator or a group entity of such Market Operator;
- c) the board member, either directly or indirectly, has, or has had, over the past 18 months, any material business or professional relationship with:
 - (i) the Company, or
 - (ii) companies which directly or indirectly control the Company, are controlled by the Company or are subject to joint control together with the Company, or
 - (iii) another Market Operator or a group entity of such Market Operator
- d) the board member is or has been, within 18 months, a qualified shareholder or a member of the management body of a company listed on the markets organised and managed by Borsa Italiana;
- e) the board member has or has used to have, over the past 18 months, any other material contractual relationship with (i) the Company or (ii) companies which directly or indirectly control the Company, are controlled by the Company or are subject to joint control together with the Company, or another Market Operator or a group entity of such Market Operator, other than as a member of the management body;
- f) the director is a close relative of a person who finds him/herself in any of the situations describes in the previous points; the category "close relative" includes (i) the person's parents and children, (ii) non-separated spouses, (iii) the common-law spouses and the children of the common-law spouses, (iv) the relatives who lives with the person.

For the purpose of the foregoing:

- (i) a "qualified shareholder" is a shareholder whose participation reaches or exceeds 5% of voting rights;
- (ii) an "officer" is a person who exercise executive functions within the relevant entity and who is responsible, and accountable to the management body, for the day-to-day management of the entity;

¹⁵ According to MiFID II definitions (18) a 'market operator' means a person or persons who manages and/or operates the business of a regulated market and may be the regulated market itself

- (iii) employees who hold the office of Managing Director (CEO), General Manager or any managerial office who shall entitle the holder to represent the relevant entity are considered as being “employed in an executive capacity”;
- (iv) board members are presumed to have a “material business relationship”, when they are material suppliers or customers, or officers of a material supplier or customer, or otherwise associate directly or indirectly with a material supplier or customer. As well, they are presumed to have a “material professional relationship” when they are principals of a material professional adviser or a material consultant or an employee materially associated with the service provided. The materiality of a business or professional relationship will depend on what value it represents to the business of the appointee or his/her close personal relation. Qualitative factors which may influence whether a relationship is considered material include its strategic importance, the competitive landscape, the nature of the relationship and the contractual or other arrangements governing it and any other factors which may potentially divert directors from promoting the interest of the Company.

The circumstances mentioned under letters a) to f) above are to be considered merely as an example and board members are not to limit their analysis to those only.

With regard to the circumstance referred under letter b) above, the Board of Directors believes that being employed in an executive capacity or holding a directorship in different entities within the same group of companies does not per se necessarily represent a conflict of interest for the board member which may affect his/her independence of mind.

Board members have a duty to disclose if they are in any of the above mentioned situations. Being the list non-exhaustive, board members may disclose any other matter that they consider might give rise to conflict of interests and provide sufficient information needed to evaluate the materiality of the conflict.

Board Members to whom any of the above circumstances or any other conflicts situation applies shall evaluate each decision making process where they are involved at the board level, on a case-by-case basis, with the aim of avoiding any conflict of interest and in case any conflict of interest should arise, they shall abstain from voting the relevant board resolution or executing any document on behalf of the Company unless specifically requested by the Board.

6. Interests in agenda items

In addition to the duty to disclose any Situational Conflict of Interest as mentioned in the above paragraph 5, it has to be noted that, according to Article 2391 of the Italian Civil Code, board members have, in any case, an obligation to disclose any interest that they have, on their own or on behalf of third parties¹⁶, with respect to any transactions of the Company, when they are submitted to the Board for resolution (Actual Conflict of Interest).

If a board member has an interest in respect of a matter/transaction to be considered at a meeting of the Board the following procedure must be followed, without prejudice to any local legal requirements:

- (i) the board member shall declare to the Chair of the meeting and the other board members the interest (indicating the nature, the terms, the origin and the extent of such given interest) before the matter is considered at the meeting;
- (ii) in case such board member is the Managing Director, he or she shall refrain from carrying out the transaction, delegating it to the Board;
- (iii) in case the interest declared in a specific transaction is conflicting with that of the Company, the board member shall abstain from voting on the relevant resolution¹⁷ nor execute any document on behalf of the Company in relation to the matter;
- (iv) the statement of interest of the concerned board member shall be usually reported in the minutes of the relevant board meeting and reported to Euronext Corporate Compliance, according to the template annexed to this Policy (Annex A: List of Conflicts of interested identified during board meetings);

7. Safeguards and organizational arrangements aimed at preventing and managing conflict of interest

In compliance with the applicable provisions, the organizational structure of Borsa Italiana is shaped to ensure the independent and sound management of the services provided, prevent conflicts of interest, even potential, towards clients, maintain investor confidence and to support financial stability and other relevant public interest.

¹⁶ Third parties include connected persons/entities (ie entities in which the board member has a role as employee/officer or board member)

¹⁷ Specific requirement provided for by the Articles of Associations of Borsa Italiana (art. 15).

Rules, procedures and policies governing the markets' management activity requires Borsa Italiana to exercise a mere technical discretion in the adoption of individual decisions, thus limiting in an effective manner the risk that such decisions are or may be influenced by conflict of interest. Moreover, the governance framework of Borsa Italiana is characterized by clear independence with respect to the entities that exercise a control over the Company, having particular regard to the decisions relating to the daily management of the services.

The main governance arrangements of Borsa Italiana which contribute to prevent and manage conflict of interest are reported below:

- (1) *the decision making powers with regard to admission, exclusion and suspension of financial instruments and intermediaries to and from trading, as well as the surveillance of the markets is reserved to the Managing Director (CEO)*¹⁸, who is subject to detailed conditions of incompatibility aimed at ensuring his independence from intermediaries and issuers having an interest in Borsa Italiana's activity of management of the markets. The position of Managing Director is, in fact, incompatible "with any position of director or manager, or the ownership of controlling interests in investment firms, banks authorised to provide investment services on a professional basis, regulated market management companies (or companies operating alternative trading systems) in financial instruments, issuers or any company or entity in the credit, insurance or financial sector or companies that control them or are controlled by them, directly or indirectly". The same incompatibilities are established for directors entrusted with delegated executive powers on a continuing basis and for managers entitled to represent the Company¹⁹. Such provision ensures that the executive directors (and in particular the Managing Director) will not be an institutional expression of interests that could interfere with the activity of operating regulated markets, activity which is reserved to the competence of the Managing Director;
- (2) *employees who are responsible of the Institutional functions performing the admission, exclusion and suspension of financial instruments and intermediaries to and from trading as well as the surveillance of the markets have complete autonomy in carrying out examinations and putting forward proposals. In performing these functions such individuals shall be responsible exclusively to the Managing Director*

¹⁸ Article 1.2 of the Rules of the Markets organized and managed by Borsa Italiana

¹⁹ Articles of Association of Borsa Italiana (art.18)

who is the sole decision-maker in these matters²⁰. The Board of Directors shall issue directives to the aforesaid departments that are exclusively of a general nature and, in exceptional circumstances and then only in writing, on particular matters. The decisions adopted in the exercise of the above-mentioned delegated powers concerning the operation of the markets are communicated to the Board of Directors for information only at a date subsequent to their adoption;

- (3) *an Institutional Committee has been established with the aim of improving the Managing Director decision-making processes in relation to a series of particularly complex matters having a major impact on listed companies and intermediaries and hence on investors such as exclusion and suspension of financial instruments and intermediaries to and from trading and sanction procedure.* The Managing Director and some managers with important institutional functions are members of the Institutional Committee. In particular, the Committee is competent with regard to the following matters: (i) delisting of financial instruments; (ii) suspension of financial instruments for an indefinite period; (iii) readmission to trading of previously suspended financial instruments; (iv) administration of sanction procedures involving issuers, sponsors, listing partners and market intermediaries; (v) the taking of any other decisions, apart from those referred to above, that in the opinion of the person responsible for the examination is of a complexity suggesting the desirability of a collegial decision;
- (4) *the updating process of the Rules of the Markets organized and managed by Borsa Italiana (**Rulebook**) provides for a system of internal and external safeguards that are able to successfully neutralize potential conflict of interests.* In particular we refer to the followings:
- (i) the Head of the Regulatory function reports directly to the Managing Director of Borsa Italiana, thus ensuring the full autonomy of the Regulatory function with regard to the business functions. The Regulatory function ensures the compliance and the adequacy of the regulatory framework of the market operator;
 - (ii) amendments to the Rulebook are approved, after being initially sent to Consob for information, by the Board of Directors of Borsa Italiana and, subsequently, submitted for approval by Consob, which evaluates the Market Rules are in conformity with European Union law and are adequate to ensure the transparency of the market, the orderly conduct of trading and the protection of investors. In addition to this approval procedure that derives from legal

²⁰ Article 1.2 of the Rules of the Markets organized and managed by Borsa Italiana

obligations, the proposed amendments, before being submitted to the Board of Directors, are sent to the Advisory Committee²¹ (Comitato di Consultazione), which expresses its mandatory, but not binding, opinion on the proposed amendments;

- (iii) the consultation process with the stakeholders' associations: in order to disclose and share the proposals of the regulatory changes, Borsa Italiana also consults the main associations of financial intermediaries and issuers to incorporate any comments and suggestions;
- (5) *an Appeals Board has been established for the purpose of examining certain disputes caused by or deriving from the Rulebook or any other provisions concerning the operation of markets.* The Appeals Board is composed of three independent members with expertise in matters concerning financial markets and is appointed by the Board of Directors of Borsa Italiana,
- (6) In compliance with the Code of Business Conduct and Ethics and the Euronext Personal Trading Application Procedure, the Managing Director is prohibited from carrying out personal trade on Covered Financial Instrument traded on Borsa Italiana markets²²;
- (7) the decisions influenced by the entity that exercises the management and coordination activity on Borsa Italiana must be analytically supported by reasons and contain an exact indication of the reasons and interests, the evaluation of which has affected the decision (Article 2497-ter of the ICC);
- (8) in compliance with the Articles of Association and the Code of Business Conduct and Ethics of Borsa Italiana, any board member who, with respect to particular evaluations,

²¹ The Articles of Association of Borsa Italiana requires that any proposed amendment to the Rulebook is preliminarily submitted to the Advisory Committee - consisting of six members representing issuers, intermediaries and institutional investors – which is entrusted with the task of providing the board of directors with compulsory but not binding opinions both regarding the rules of the markets in financial instruments and regarding the development of the markets; it may also put forward proposals concerning these matters.

²² According to Article 4 of the Group Personal Trading Policy, the prohibition does not apply to a set of financial instruments (Non Covered Financial Instruments, Covered Financial Instruments which are government bonds, currencies, open-ended collective and mutual funds and ETF for which no Covered Financial Instrument has more than a 15% weight). Transactions carried out pursuant to Portfolio Management Agreements or saving plans such as pension are not considered personal trades.

- resolutions or other acts, has a conflict of interest, has a duty to inform the board of directors and the board of auditors and to abstain from voting on the relevant matters;
- (9) Borsa Italiana adopts the Organizational Model pursuant to Legislative Decree 231/2001 (***the Model***) which is designed to prevent the perpetration of a series of unlawful acts referred to in the Decree and, consequently, to shield the Company from administrative liability. The Model includes a series of procedures, training programs, and disciplinary measures in order to prevent, as much as possible, the occurrence of the abovementioned crimes, including the compliance with the rules in terms of directors' interests. The Surveillance Body (Organismo di Vigilanza) is the independent body responsible for ensuring that the Model is functioning effectively and is kept up to date
- (10) All the intercompany agreements approved by the board of directors or signed by executive directors within their delegated powers are made on an arm's length basis and in compliance with the Transfer price regulation, thus eliminating the potential or actual conflict of interest for those board members who are involved, due to their position as directors or managers of one of the counterparties of the relevant agreement;
- (11) According to article 2390 of the ICC, directors cannot acquire the status of partners with unlimited liability in competing companies, nor conduct competing activities for their own account or on behalf of third parties, nor be appointed board members or general manager of competing companies unless express authorization by the Shareholders' meeting. In the event of a violation the board members may be removed from office and are liable for damages.

8. Assessment of Situational Conflicts of Interests of board members: responsibilities and compliance process

The board of directors of Borsa Italiana is responsible for the assessment of the independence of mind of its members upon their appointment (by the Shareholders' meeting or when co-opted by existing board members) and in case of relevant changes in circumstances that may affect the director's independence of mind, upon being notified by the relevant board member or otherwise acquiring knowledge thereof.

For the purpose of the assessment, board members shall disclose to the board of directors of Borsa Italiana any information related to any of the circumstances as set out in the above paragraph 5 and provide the following documents:

(i) a declaration of interest, stating whether they do or do not fall in any situation of current, potential or perceived conflict of interest (Appendix B – Declaration of Interests), and

(ii) a list of directorships and other functions and professional activities (Appendix C).

The Board assesses each situation in detail on a case-by-case basis, considering the overall position of the board member and taking into account the interest of the Company, the materiality of the conflict and its likelihood to influence the independence of judgment of the board member. In principle, recusal is the appropriate measure to avoid conflict of interest in decision making and the existence of a situation which may give rise to a conflict of interest does not, per se, necessarily entail a negative evaluation, and, thus prevent the person from being a member of the board of directors. On the contrary, the Board may attach relevance to any further element that it deems appropriate, therefore adopting any criteria even different from those listed, in order to value substance over form.

Board members who declare to be in any situations which may give rise to conflicts of interest shall inform as well on the details of the nature of the interest (personal, economic, financial, professional), the terms, the origin and the extent of such given interest.

The Board, with a motivated resolution taken by non-conflicted board members, based on the results of the due diligence activity carried out by Corporate Compliance and Company Secretary, will assess the materiality of the conflict situation and the risk that it would affect the independence of mind of board members. In this regard, materiality will have to be determined from a quantitative and qualitative perspective.

From a quantitative perspective, the materiality of a business relationship will depend on what (financial) value it represents to the business of the supplier or customer and on the position of the appointee within the supplier or customer; similarly, the materiality of a professional relationship will depend on what (financial) value it represents to the business of the advisor or consultant and on the position of the appointee within the consultancy firm, if any.

Qualitative factors which may influence whether a relationship is considered material include its strategic importance, the competitive landscape, the nature of the relationship and the contractual or other arrangements governing it and any other factors which may potentially divert directors from promoting the interest of the Company.

As a part of the assessment, the Board verifies whether the safeguards provided for by applicable rules and regulations or by the Company's organizational arrangements

(paragraph 7) are effective in order to face the risk that conflicts of interests may affect the independence of mind of directors.

In case the existing safeguards are considered not to be sufficient, the Board of Directors may decide on further more effective mitigation actions or approve specific conflict procedures to address the conflict of interest of the relevant board member.

Without prejudice to national laws, further mitigating actions include the followings:

- a. recusal process: a director may be asked to recuse himself from the board meeting and not receive confidential board information in respect of the relevant matter where actual or potential conflict of interest arises;
- b. amendment to the delegated powers of the relevant executive director in order to eliminate as much as possible the risk of actual or potential conflict of interest.
- c. where art 2390 of the ICC applies, preventive authorization by the Shareholders' meeting

As a general duty, board members shall, in any case, evaluate each decision making process where they are involved at the board level, on a case-by-case basis, with the aim of avoiding any conflict of interest and in case any conflict of interest should arise, they shall abstain from voting the relevant board resolution or executing any document on behalf of the Company unless specifically requested by the Board.

9. Register of Conflicts

A register of declaration of interests shall be kept and updated regularly by the Euronext Corporate Compliance department. The register shall contains for each board member:

- (i) the Situational Conflicts of Interests resulting from the declaration of interests provided by board members on first appointment and at any time when circumstances change and the list of positions covered, duly updated once a year, according to paragraph 8 of this Policy;
- (ii) the Actual Conflicts of Interests resulting from the declaration of provided by board members in respect to any Item at the agenda of the board meeting, according to paragraph 6 of this Policy.

According to the ESMA Guidelines, the above records are to be kept for at least five years and made available on request of the national competent authority.

The Company Secretary shall transmit to Corporate Compliance the information under point (i) and (ii) above, to ensure the effective and proper maintenance of a register of conflicts of interest in respect of board members.

10. No compliance to the policy

Board members must at all times adhere to this policy.

Any violation of this policy by board members shall be referred to the Chairperson of the Board, or to the Vice Chair if it concerns the Chairperson, for consideration and action.

The Chairperson, or the Vice Chair if the violation concerns the Chairperson, will investigate the matter under the direction and oversight of the Board of Directors. Following the investigation, the Board will decide whether measures need to be taken. Measures may include disciplinary actions.

With no prejudice to this policy, failure to disclose an interest in a proposed transaction²³ is a source of directors' liability. According to Article 2629-bis of the ICC, directors who do not disclose an interest in a proposed transaction may be imprisoned (from 1 to 3 years) or may be subject to pecuniary administrative sanction, if the violation causes a damage to the Company or third parties.

In any case, any resolution of the board of directors' meeting, (a) which is adopted without complying with the disclosure obligations under art. 2391, par 1 of the ICC, or with the decisive vote of the director involved in a certain transaction, and (b) which may be detrimental to the company, may be challenged by the directors and by the statutory auditors within 90 days of the date on which the resolution was approved, without prejudice to the rights acquired by third parties acting in good faith. The resolution may not be challenged by the director who has allowed with its vote to it if the obligations of information provided for by the first paragraph of Article 2391 of the ICC are fulfilled. Directors are responsible for the damages caused to the Company and depending from their action or negligence.

11. Monitoring and policy review

²³ No compliance to article 2391 of the ICC

This Policy is submitted to a regular update, whenever changes occurring in the rules and regulations applicable to Borsa Italiana as well as changes in strategy and business may require and when deemed necessary by the Board.

12. Annexes

a. List of conflicts of interest identified during board meetings

b. Declaration of interest

c. List of directorships and other functions and professional activities

CONTACT

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ANNEX A to the Board of Directors' Conflicts of Interest Policy

List of Conflicts of interest identified during board meetings

Borsa Italiana SpA

Update:

Date of Board meeting	Resolutions proposed to the Board	Resolution voted	Persons involved in a conflict of interest (Non-voting) and reason for the recusal

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Annex B - Declaration of interests

To
Borsa Italiana S.p.A.
Piazza degli Affari, 6
20123 Milano

DECLARATION

I, the undersigned born in on, with reference to the undertaking of the office of member of the Board of Directors of Borsa Italiana S.p.A., (the "**Company**")

- having regard to Article 45, paragraph 2, letter c) of EU Regulation No. 65/2014 and the relevant implementing rules;
- having acknowledged the Board of Directors' Conflict of interest policy (the "Policy") approved by resolution of the Board of Directors and, in particular, the section on independence therein contained, which states: *"Board members are expected to conduct themselves in a manner that avoids any situations that may give rise to a potential or actual conflict of interest. For such purposes, prior to the appointment and after the appointment, board members are required to disclose to the Company any matter that may result, or has already resulted, in a conflict of interest (Situational Conflicts of interest). In doing so, board members may have regard to the list of circumstances set out below, which the Board takes into consideration when assessing the independence of mind of board members:*
 - 1. *the board member, either directly or indirectly, is or has been a qualified shareholder of the Company or of another Market Operator¹, or an officer of, or otherwise associated directly with a qualified shareholder or another Market Operator;*
 - a) *the board member is, or has been, over the past 18 months, employed in an executive capacity in (i) the Company or (ii) companies which directly or indirectly control the Company, are controlled by the Company or are subject to joint control together with the Company, or in another Market Operator or a group entity of such Market Operator;*
 - b) *the board member, either directly or indirectly has, or have had, over the past 18 months, any material business or professional relationship with:*
 - (i) *the Company, or*
 - (ii) *companies which directly or indirectly control the Company, are controlled by the Company or are subject to joint control together with the Company, or*
 - (iii) *another Market Operator or a group entity of such Market Operator*
 - c) *the board member is or has been, within 18 months, a qualified shareholder or a member of the management body of a company listed on the markets organised and managed by Borsa Italiana;*

- d) *the board member has or has used to have, over the past 18 months, any other material contractual relationship with (i) the Company or (ii) companies which directly or indirectly control the Company, are controlled by the Company or are subject to joint control together with the Company, or another Market Operator or a group entity of such Market Operator, other than as a member of the management body;*
- e) *the director is a close relative of a person who finds him/herself in any of the situations describes in the previous points; the category "close relative" includes (i) the person's parents and children, (ii) non-separated spouses, (iii) the common-law spouses and the children of the common-law spouses, (iv) the relatives who lives with the person."*

and having reviewed my own position:

HEREBY DECLARE:

- ☐ that as of today I am not in any of the above-mentioned situations for the purpose of the evaluation of the independence of mind as a board member of Borsa Italiana S.p.A;

or:

- ☐ that as of today I am, in the circumstance mentioned under letter [....] above for the purpose of the evaluation of the independence of mind as board member of Borsa Italiana S.p.A.. In this regard I provide the following additional informationⁱⁱ:

AND UNDERTAKE

- to notify the Company without delay of any modification that should occur, throughout the period of duration of my office, with regard to the information contained in the above-mentioned declaration.
- to produce, upon request of the Company, any documentation suitable to confirm the truthfulness of the circumstances declared.

I, the undersigned, for the purpose of the processing of my personal data, also declare that I have read the information pursuant to EU Regulation No 679/2016 and Legislative Decree No. 196/2003, included at the bottom of this declaration.

Place and date, [●] _____

The declaring party

The Company will process your personal data in relation to this appointment in accordance with the Privacy Statement of the Euronext Group which is accessible at: <https://www.euronext.com/en/privacy-statement> and which outlines, among other, how and why your personal data may be processed and your rights (including your right to submit a complaint to the Data Supervisory Authority).

Your personal data will be processed in compliance with all applicable data protection laws, rules and regulations, including Regulation (EU) 2016/679 of the European Parliament and the Council of 27 April 2016 on the protection of natural persons with regard to the processing of personal data and on the free movement of such data (General Data Protection Regulation, "GDPR") as it may be amended or replaced from time to time, and any applicable national laws, rules and regulations implementing the GDPR.

ⁱ According to MiFID II definitions (18) a 'market operator' means a person or persons who manages and/or operates the business of a regulated market and may be the regulated market itself

ⁱⁱ The board member is expected to provide more information on the specific situational conflict (ie: the name of the listed company where he/she is a qualified shareholder or board member (point d) or the name of the Market Operator or the qualified shareholder where he/she covers the role as an officer (see point a), or the job title and the name of the company where he/she is employed (see point b).

To
Borsa Italiana S.p.A.
Piazza degli Affari, 6
20123 Milano

LIST OF DIRECTORSHIPS AND OTHER FUNCTIONS AND PROFESSIONAL ACTIVITIES

I, the undersigned hereby make disclosure to the Company of the following matters:

a) directorships held in other financial and non-financial companies:

Company	Belonging Group	Executive/non-executive position

b) directorships held in organisations which do not pursue predominantly commercial objectives:

Company	Belonging Group	Executive/non-executive position

c) other functions and professional activities within and outside the financial sector relevant in terms of time commitment:

Company	Belonging Group	Position

And undertake

- to notify the Company without delay of any modification or addition to any of the information set out above that should occur;
- to produce, upon request of the Company, any documentation suitable to confirm the truthfulness of the circumstances declared.

Place and date, [●] _____

The declaring party
