

25 October 2021

Euronext Growth Advisor Application form EGA1

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

How to complete application form – EGA1

This application form should be completed by applicants seeking to become Euronext Growth Advisors approved by Borsa Italiana for the Euronext Growth Milan market.

It is essential to read this application form in conjunction with the for Euronext Growth Advisors as published by Borsa Italiana from time to time (“Euronext Growth Advisor Rules”).

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

In accordance with Part One of the Euronext Growth Advisor Rules, applicants must submit a completed EGA1 application form together with appropriate supporting documents. In addition to information that is specifically requested on this form the applicant should supply:

- the company current by-laws;
- a diagram outlining the group structure;
- the applicant's accounts for the last three years, of which at least the last one shall be audited by a statutory auditor or a statutory auditing firm;
- a EGA2 form for each of the applicant firm's approved key executives (with any supporting documents);
- solely with respect to companies which belong to a network of statutory auditing firms, a list of the appointments assigned by public interest bodies pursuant to article 16, paragraph 1, letter a) of Italian Legislative Decree No. 39 of 27 January 2010;
- the firm's corporate finance compliance manual (please note that the applicant is required to update its compliance manual to reflect the requirements of the Euronext Growth Advisor Rules before submitting an application). For banks and investment firms this criterion shall be taken to be already satisfied.

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

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

- details of the applicant's principal activities (and of any exceptional factors which have affected these activities);
- a statement of the applicant's market position in these activities, when available;
- the business reasons for seeking approval as a Euronext Growth Advisor;
- the applicant's business relationships with any existing Euronext Growth Advisors or brokers on Euronext Growth Milan (e.g. partnership);
- details of any legal or arbitration proceedings active, threatened or pending against the applicant or any member of its group which may have a significant effect on the reputation of the applicant.

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

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

Please return this form with all other documents required to:

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

Euronext Growth Advisor's Application Form – EGA1

1. Name of applicant:

Trading name (if different):

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

<input type="text"/>	
<input type="text"/>	
Postcode:	
Tel:	Fax:

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

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

3. Name and position of contact at the applicant:

<input type="text"/>	
Mobile phone:	E-mail address:

Name, qualifications and any relevant experience of the applicant's Compliance Officer:

<input type="text"/>	
Mobile phone:	E-mail address:

4. Please indicate all current (and any former) regulating organisation(s) by which the applicant is regulated in all of the jurisdictions in which the applicant provides corporate finance advice:

If appropriate, state the applicant's lead regulator:

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

Yes/No

6. Please provide a description of the "adequacy of staff", as foreseen in the Euronext Growth Advisor Rules (e.g. in terms of number of staff dedicated to Euronext Growth Milan and their qualifications).

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

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

*Continue on a separate sheet where necessary.

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

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

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

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

*Continue on a separate sheet where necessary.

10. Name suitably qualified and experienced “Key Executives” (as defined in the Euronext Growth Advisor Rules).

Title	First name	Surname

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

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

Yes/No

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

13. Euronext Growth Advisor’s undertakings to Borsa Italiana (to be signed by applicant)

Name of Euronext Growth Advisor applicant

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

The above applicant declares that all the information contained in this application form and otherwise supplied is complete, true, accurate and not misleading and that it has read the Rules

for Euronext Growth Advisors and believes that this application conforms to them (except as specifically notified to you with this application).

14. Privacy

The Euronext Growth Advisor ensures that the provision of any personal data contained in this application form has been authorized and shall comply, at any time, with the applicable data protection laws including, without limitation, the EU General Data Protection Regulation No. 679/2016, the Legislative Decree no. 196/2003, as amended by Legislative Decree no. 101/2018, and the relevant national and international implementing and integrating regulations and orders ("Data Protection Laws").

The Euronext Growth Advisor declares that it has read and understood the information notice provided according to the applicable Data Protection Laws by on Borsa Italiana as data controller and available at the following link: <https://www.borsaitaliana.it/varie/privacy/privacy.en.htm>.

15. Traceability of financial flows

- a) Borsa Italiana and the Euronext Growth Advisor assume all obligations regarding the traceability of the financial flows provided by Law 136/2010, as subsequently amended and implemented (the "Traceability Obligations").
- b) The Euronext Growth Advisor, if it is an awarding station pursuant to decree law 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 annexed to this application the identification bidding code (CIG) and, in case, the unique code of project (CUP) if not already sent to Borsa Italiana and where it is unnecessary to indicate new CIG and/or CUP codes.
- c) In particular, in fulfilling the Traceability Obligations, Borsa Italiana will communicate to the Euronext Growth Advisor:
 - (i) the bank accounts details to be used, also nonexclusively, for the payments to be made by the Euronext Growth Advisor 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 Euronext Growth Advisor.Any possible amendment of the information indicated in points (i) and (ii) above, will have to be communicated by the Euronext Growth Advisor within 7 (seven) days from occurrence.
- d) Borsa Italiana undertakes, in particular, to inform the Euronext Growth Advisor and the Prefecture/Territorial office of the Government of the province where the Euronext Growth Advisor has its registered office if it becomes aware of breaches by its contractual counterparties, if any, in relation to the Traceability Obligations.

These undertakings must be signed by two directors, partners or duly authorised officers of the applicant Euronext Growth Advisor.

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

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

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

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

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Traceability of financial flows

[ON HEADED PAPER OF THE EURONEXT GROWTH ADVISOR]

Subject: Traceability of Financial Flows

Dear Sirs,

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

DECLARES THAT

- the Euronext Growth Advisor could be included in the definition of «awarding station» as provided by article 3, paragraph n. 33, of the legislative 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: _____.

(Place, Date)

(Signature of the legal representative or duly authorized person)