

# **RULES OF THE MARKETS ORGANISED AND MANAGED BY BORSA ITALIANA**

ADOPTED BY THE BOARD OF DIRECTORS ON 26 MARCH 2025 AND  
APPROVED BY CONSOB IN RESOLUTION NO. 23537 OF 30 APRIL 2025.

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# **PART 1**

# **GENERAL**

# **PROVISIONS**



## **Article 1.1**

### **(Scope of the Rules)**

1. This Rule Book II of the Euronext Rule Book shall govern the organisation and management of the following regulated markets (hereinafter "markets"):
  - a) Borsa Italiana, divided into the following markets:
    - Euronext Milan<sup>1</sup>;
    - Electronic bond market (MOT);
    - Electronic ETF and ETC/ETN (ETFplus);
    - Euronext MIV Milan;
  - b) the Stock Exchange market for the trading of the financial instruments referred to in the Annex 1, Section C, points 4, 5 6 and 7 of the Consolidated Law on Finance<sup>2</sup>.

This Book II represents the part which is market specific.

The Rules in Book I of the Euronext Rule Book (Harmonised Rules) and the provisions specified in the Trading Manual, in the Transaction Confirmation Service (TCS) Manual, in the Euronext Derivatives Trading Procedures, in Euronext Notices and appendixes of these documents only apply when explicitly incorporated by reference in this Rule Book II.

2. These Rules shall establish the conditions and organisational and operational arrangements for the foregoing regulated markets, in particular:
  - a) the conditions and procedures for the admission of financial instruments listing and to trading and their exclusion and suspension therefrom;
  - b) the conditions and procedures for the admission of intermediaries to trading and their exclusion and suspension therefrom;
  - c) trading and the operation of support services;
  - d) the obligations of intermediaries and issuers;
  - e) the procedures for the acquisition, publication and dissemination of prices and information
3. The Managing Director of Borsa Italiana shall issue the Instructions accompanying these Rules, informing the Board of Directors at the first possible meeting.

## **Article 1.2**

### **(Powers and organisational principles)**

1. Borsa Italiana shall carry out its functions — in particular, the admission, exclusion and suspension of financial instruments and

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<sup>1</sup> This market can be identified by the abbreviation MTA in the structures and technical documentation

<sup>2</sup> This market can be identified by the abbreviation IDEM in the structures and technical documentation

intermediaries to and from trading and the surveillance of the markets — without discrimination and by means of procedures defined on a general basis.

2. Borsa Italiana shall establish and maintain organisational arrangements likely to prevent conflicts of interest. In particular, it shall ensure that the persons responsible for the departments performing the functions referred to in the preceding paragraph have complete autonomy in carrying out examinations and putting forward proposals. In performing these functions they shall be responsible exclusively to the Managing Director, who shall be entrusted with the related decision-making powers.
3. Borsa Italiana shall also establish and maintain an internal control system to verify compliance with the law, rules and internal procedures.
4. 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.

### **Article 1.3** **(Definitions)**

1. The capitalised terms used in these Rules are defined in Chapter 1, of the Rule Book I, except where defined below

"Trading Code"	FirmID used to identify the trading member on the market
"Algorithmic trader"	means the operator using an Algorithmic Trading technique, as specified in Article 4(1)(39), of Directive 2014/65/EU and in Article 18, of Regulation 2017/565/EU;
"Logical Access"	Means the set-up to connect to trading system containing the technical configuration for the market intermediary connectivity. The logical access corresponds to different trading platform technical segments.
"Opening auction"	means, in the Euronext Milan market MTA, Euronext MIV Milan market, the Electronic ETC/ETN market (ETFplus), the electronic bond market (MOT) and the Euronext Derivatives Milan, the method of trading that provides for the entry, modification and deletion of orders in a given interval (pre-auction) for the purpose of concluding contracts at a single given future moment (the opening) and at a single price (the opening-auction price or opening price);
"Closing auction"	means, in the Euronext Milan market, Euronext MIV Milan market, the Electronic ETC/ETN market (ETFplus), and the electronic bond market (MOT) and Euronext Derivatives Milan Market, the method of trading that provides for the entry, modification and deletion of orders in a given interval (pre-auction) for the purpose of concluding contracts at a single given future moment (the closing) and at a single price (the closing-auction price or closing price);

"Closing-auction price"	means, on the Euronext Milan market, Euronext MIV Milan market, the Electronic ETC/ETN market (ETFplus), and the electronic bond market (MOT), the price at which contracts are concluded in the closing auction including its potential extensions with a reservation phase;
"Continuous trading"	means, with reference to the Euronext Milan market, Euronext MIV Milan market (if envisaged), the electronic bond market (MOT) the Electronic ETF and ETC/ETN market (ETFplus) and the Euronext Derivatives Milan market, the method of trading that provides for the entry, modification and deletion of orders for the purpose of concluding contracts, immediately or in the future;
"Electronic bond market" (MOT)	means the market for the trading of bonds government securities, Eurobonds, foreign bonds, asset-backed securities (ABS) and other debt securities;
"Electronic market for ETF and ETC/ETN"	means the market for trading ETF and ETC/ETN;
"Market Maker"	means the intermediary that has underwritten a market making agreement with Borsa Italiana, in accordance with Regulation 2017/578/EU;
"Opening-auction price" or "opening price"	means, on the Euronext Milan market, market Euronext MIV Milan, the Electronic ETC/ETN market (ETFplus) and MOT the price at which contracts are concluded in the opening phase including its potential extensions with a reservation phase; where more than one auction is held for a financial instrument during a Stock Exchange session, the opening-auction price shall be the price determined at the end of the first auction phase;
"Order"	means an order to buy or sell, for own or customer account, entered by market intermediaries in the Euronext Milan market, Euronext MIV Milan, the Electronic ETF and ETC/ETN market (ETFplus), the Electronic bond market (MOT), or the Euronext Derivatives Milan Market, containing the data and information necessary for its display and execution;
"Parameters"	means, for the purpose of the market surveillance referred to in Part 6: <ol style="list-style-type: none"> <li>special conditions for the entry and execution of orders in terms of their price, timing and quantity characteristics;</li> <li>limits to the maximum changes in the prices of contracts that can be concluded, calculated with reference to other contracts or orders present on the Central Order Book;</li> <li>start, end and duration of trading and the suspension thereof in the different phases;</li> </ol>
"Specialist"	means an approved intermediary that, for the Euronext Milan, Euronext MIV Milan, MOT, and ETFplus markets, undertakes to support the liquidity of the financial instruments, and performs the functions referred to in Article 4.4.1;

"Trading book" or "book"	means the video display showing, in the various market phases, orders and their characteristics;
"Market Maker"	means the intermediary that has underwritten a market making agreement with Borsa Italiana, in accordance with Regulation 2017/578/EU;
"Admission to listing or admission"	means admission to official listing and the decision to ascertain satisfaction of the prerequisites for admission to the market;
"Admission to official listing"	means admission to official stock exchange listing pursuant to Directive 2001/34/EC;
"Admission to trading"	means admission to trading on a regulated market in accordance with Directive 2014/65/EU, at the request of the issuer by a trader admitted to the market or on the initiative of Borsa Italiana;
"Alternative CIUs" or "AIF"	means securities or real estate investment funds, SICAVs and SICAFs that come within the scope of Directive 2011/61/EU pursuant to article 1 letter m-ter of the Consolidated Law on Finance; Means also the foreign AIFs whose distribution in Italy takes place pursuant to Chapter II of Title III of the Consolidated Law on Finance;
"Euronext Growth Milan"	means the MTF (multilateral equity trading facility) organised and managed by Borsa Italiana;
"Euronext Growth Milan Company"	means the company admitted to trading on Euronext Growth Milan market at least for 18 months;
"Approved intermediaries" or "market intermediaries" or "Intermediaries"	means the intermediaries referred to in Article 3.1.1 admitted by Borsa Italiana, pursuant to Article 64 of the Consolidated Law on Finance to trading in the markets it organises and manages;
"Black and Scholes pricing model"	means the model with which the trading system determines the price of a call or put option, on the basis of the value of the implied volatility attributed by market makers;
"Borsa Italiana"	means the market management company "Borsa Italiana S.p.A.;"
"Capital increase having a strong dilutive effect"	means the capital increase presenting a ratio of the theoretical ex price to the cum price of the underlying share, estimated on the basis of the reference price of the day on which the terms of the capital increase are announced, that is less than or equal to 0.3. Where the terms of the event are disclosed more than a week ahead of the start of the event, the ratio is calculated at the beginning of the week before the one the event is expected to start. The qualification of capital increases

	with significant dilutive effects shall be notified to the market in a Notice by Borsa Italiana;
“Central counterparty”	means the legal person authorised to operate a clearing system, pursuant to Regulation 2012/648/EU;
“Corporate Governance Code”	means the Corporate Governance Code of Italian listed companies promoted by Borsa Italiana and published in January 2020;
“Collective investment undertakings” or “CIUs”	means the undertakings as per Article 1, paragraph 1, letter k of the Consolidated Law on Finance;
“Consob Markets Regulation”	means the Regulation implementing the provisions on markets of Legislative Decree no. 58 of 24 February 1998 adopted by Consob with resolution no. 20249 of 25 December 2017;
“Consob Issuer’s Regulation”	means the Regulation implementing the provisions on Issuers of Legislative Decree 58 of 24 February 1998 and adopted by Consob with resolution no. 11971 of 14 May 1999;
“Consob”	means the Commissione Nazionale per le Società e la Borsa;
“Consolidated Law on Finance)”	means Legislative Decree 58 of 24 February 1998 “Consolidated Law on Finance pursuant to Articles 8 and 21 of Law 52 of 6 February 1996;
“Consolidated Law on Banking”	means Legislative Decree 385 of 1 September 1993 “Consolidated Law on Banking and Credit;
“Continuous trading”	means, with reference to the Euronext Milan market, Euronext MIV Milan market (if envisaged), the electronic bond market (MOT) the Electronic ETC/ETN market (ETFplus) and the Euronext Derivatives Milan market, the method of trading that provides for the entry, modification and deletion of orders for the purpose of concluding contracts, immediately or in the future;
“CSD”	means the legal person authorised to operate a securities settlement system, pursuant to Regulation 2014/909/EU;
“Delta”	means the ratio, calculated using the Black & Scholes valuation model, between the change in the price of an option corresponding to a change in the value of the underlying index or financial instrument;
“Euronext Derivatives Milan market”	means the stock exchange market for the trading of futures and options contracts whose underlying assets are financial instruments, interest rates, foreign currencies, goods or related indexes;

"Direct Electronic Acces"	means the connection to the market as specified in Article 4(1)(41) of Directive 2014/65/EU, Article 20, of Regulation 2017/565/EU and in Article 2(1)(d)(ii) of Directive 2014/65/EU;
"Exceptional circumstances"	means the exceptional circumstances identified in Article 3, of Regulation 2017/578/EU;
"Euronext MIV Milan"	means the market for the trading of shares or units of AIFs, including VCFs, EuVECAs, EuSEFs and ELTIFs or other financial instruments traded in the Professional Segment of the Euronext MIV Milan market;
"Electronic market for ETC and ETN/ETF"	means the market for trading ETF and ETC/ETN;
"Euronext Milan"	means the market for the trading of shares, convertible bonds, warrants, pre-emptive rights;
"ETF"	means CIUs with at least one specific category of share or unit traded for the whole day on at least one trading venue, within the context of which at least one intermediary intervenes to ensure that the price of its shares or units on the trading venue does not diverge significantly from the corresponding net inventory value, or, if necessary, from the indicative value calculated in real time (iNAV);
"European Long Term Investment Fund or ELTIF"	means the CIU referred to in Regulation EU n. 2015/760;
"EuVECA Fund"	collective investment undertaking of the closed-end type falling within the scope of Regulation (EU) 345/2013, as subsequently amended;
"EuSEF Fund"	collective investment undertaking of the closed-end type falling within the scope of Regulation (EU) 346/2013, as subsequently amended;
"Financial instruments issued under a programme"	means bonds that can be issued under an issue programme using the admission procedure provided for in Article 2.4.6 of the Rules;
"Green bonds"	Bonds and other debt securities the proceeds from—which are exclusively used to finance or refinance projects with specific environmental benefits/impacts; can fall within this category the bonds issued by companies that have defined a transition plan to make their activities more sustainable (so-called Transition Bonds). The presence of the characteristics required to qualify the bonds and the other debt securities as Green Bonds must be certified by a third party expert that will issue a certification when the instruments are admitted to trading;

"Guide to the Parameters"	means the technical and operational document accompanying the Market Rules and the Instructions containing the rules regarding the trading control parameters and the quantity parameters for orders; the Guide to the Parameters is notified in a Notice and is available on Borsa Italiana website;
"Group"	means, according to the circumstances: <ul style="list-style-type: none"> <li>- the companies included in the consolidated annual accounts of a parent undertaking in conformity with Article 25 of Legislative Decree 127 of 9 April 1991;</li> <li>- the Italian and foreign persons belonging to an investment services group as defined in Article 11 of the Consolidated Law on Finance;</li> <li>- the Italian and foreign persons belonging to a banking group as defined in Article 60 of the Consolidated Law on Banking;</li> </ul>
"High-frequency algorithmic trading" or "HFT"	means the trading technique specified in Article 4(1)(40), of Directive 2014/65/EU and Article 19, of Regulation 2017/565/EU;
"High-frequency trader"	means the intermediary using a high-frequency algorithmic trading technique, as specified in Article 4(1)(40), of Directive 2014/65/EU and in Article 19, of Regulation 2017/565/EU;
"Indicative Price"	For instruments other than SPACs, the indicative price equates to the unit value of the last NAV published by the issuer;
"Insider trading"	means the unauthorised use of inside information referred to in Article 180 of the Consolidated Law on Finance;
"Institutional investors"	The parties referred to in Annex II, category I, 1) of MiFID 2014/65/EU.
"Instructions"	means the provisions implementing these Rules pursuant to Article 1.1, paragraph 4;
"Interconnection"	means the linking to markets, via market intermediaries, of customers of market intermediaries: the connection of which may take place in "direct electronic access" mode or in another mode; or organisational units of market intermediaries other than units assigned to the activities of trading in the markets and settlement and the control thereof; computer-based systems for the automatic generation of orders even if they are installed in an organisational unit of a market intermediary; the connection of customers of the market intermediary, in "direct electronic access" mode (DEA), can take place through the technical structure of the market intermediary (Direct Market Access or DMA) or directly (Sponsored Access or SA). <i>(The entry into force of the "sponsored access" for the Euronext Derivative Milan market will be communicated with a subsequent Notice);</i>
"Issuer of securities"	means the issuers referred to in Article 65, paragraph 1, letter b) of Consob Issuer's Regulation;

"KID"	means the key information document, envisaged by Article 8, Regulation No. 2014/1286/EU;
"Large in scale transaction" or "Large in scale order"	means the transaction or the order that are large in scale with respect to the normal size of the market, according to the definitions in Regulation 2017/287/EU and in Regulation 2017/583/EU;
"Liquid market for the financial instrument"	means the liquid market as specified in Article 2, paragraph 1(17), of Regulation 2014/600/EU;
"Local authorities"	means the regions, provinces, municipalities, unions of municipalities, metropolitan cities, mountain communities, islands communities and consortia of local authorities referred to in Article 2, D.Lgs. 267/2000, Unified law of local authorities;
"Management company"	means the management company of an open- or closed-end CIU;
"Markets of OECD Countries or OECD Markets"	it means a market established, organized and regulated by the provisions adopted or approved by the Authority in charge according to the rules in force in an OECD Country;
"Market making agreement"	means the market making agreements that Borsa Italiana must offer, in compliance with Regulation 2017/578/EU, to the Intermediaries pursuing a market making strategy;
"Market making strategy"	means the trading that is carried out on own account by an algorithmic trader on one or more financial instruments and that involves the entering of firm and simultaneous purchase and sale quotes, for comparable size and at competitive prices and is carried out for at least 50% of the duration of the continuous trading session, for at least half of the days in a month, as indicated in Regulation 2016/578/EU;
"Markets"	means the regulated markets organised and managed by Borsa Italiana S.p.A;
"Market segment"	means the division of the financial instruments traded in the Euronext Milan market, market Euronext MIV-Milan, Electronic ETC/ETN market (ETFplus), the electronic bond market (MOT) and the Euronext Derivatives Milan market into homogeneous groups in terms of trading methods and hours;

"Minimum trading lot" or "minimum lot"	means:
	<ul style="list-style-type: none"> <li>- the minimum face value that may be traded of bonds, convertible bonds, government securities, Eurobonds, covered bonds and ABSs;</li> <li>- the minimum number of other financial instruments that may be traded;</li> </ul>
"Negotiated transactions"	means the transactions negotiated privately between intermediaries, placed on the market according to the rules specified in Articles 4.3.6 and 5.3.5 of Regulation;
"Notice"	means the publication prepared and distributed daily by Borsa Italiana S.p.A. containing information relevant to the operation of the market;
"Other"	means an order to buy or sell, for own or customer account, entered by market intermediaries in the Euronext Milan market, Euronext MIV Milan, the Electronic ETC/ETN market (ETFplus), the Electronic bond market (MOT), or the Euronext Derivatives Milan Market, containing the data and information necessary for its display and execution;
"Package Order"	means the order as defined in article 2, subsection 1(49) of Regulation no. 600/2014.
"Private Equity backed (PEB)"	means companies whose shareholders have included – for at least 2 years – one or more venture capital institutional investors with a holding of at least 30%, including in jointly-held form.
"Professional investors"	means the persons referred to in Annex II, parts 1 and 2 of Directive 2014/65/EC;
"Professional segment of the Euronext MIV Milan market"	means the segment of the Euronext MIV Milan market for the trading of reserved AIFs, companies established for the purpose of the strategic acquisition of a specific business, whose exclusive corporate purpose is to invest prevalently in a company or assets to perform the related instrumental activities (so-called SPAC), companies deriving from purchases made by the latter companies. It also means companies other than AIFs whose investment strategy has not been initiated or completed yet and/or is particularly complex, for which a legal opinion is provided, stating they do not constitute AIFs. This segment is accessible only to professional investors;
"Professional Segment of the MOT market and the ETFPlus market"	means the segment of the MOT market and the ETFPlus market accessible only to qualified investors as defined in 2017/1129 Regulations;
"Prudential supervision"	means supervision by a public or private body of compliance with rules, issued by the same body or however established, concerning capital adequacy, the limitation of risk in its various forms, permissible

	holdings, administrative and accounting procedures, and mechanisms of internal control and verification of compliance with such rules;
"Reference European regulated market"	means the market, as defined in Article 2(1)(j)) of Regulations UE 2017/1129, on which the financial instruments were first admitted to trading or, if they were admitted to trading contemporaneously on more than one market, the most liquid of those market;
"Regulated market"	means the markets authorized pursuant to Article 44 of the Directive 2014/65/UE;
"Reserved AIFs"	AIFs which investment is reserved to professional investors and to categories of investors identified by the rules referred to in Article 39 of the Consolidated Law on Finance;
"Retail investors"	means the persons referred to in Article 4, point 6 of the Regulation 2017/1286/EU;
"Reverse mergers"	means mergers and capital increases through contribution in kind in which a company with unlisted shares is absorbed/transferred into a company with listed shares, when the amount of the latter company's assets, other than cash and current financial assets which does not constitute fixed assets, is less than fifty percent of the amount of the corresponding assets of the absorbed/transferred company. It also means acquisitions in which a company with unlisted shares is acquired by a company with listed shares, when the amount of the latter's assets, other than cash and current financial assets which does not constitute fixed assets, is less than fifty percent of the amount of the corresponding assets of the acquired company. This definition also includes any transaction, however named or executed, that achieves the same result;
"Series"	means, with reference to the Euronext Derivatives Milan market, the financial instruments based on the same asset (instrument) which have the same maturity and, in the case of options, confer the same right and have the same exercise price;
"SICAFs"	means the investment companies with fixed capital referred to in Section 1, letter i-bis, of the Consolidated Law on Finance;
"SIIQ"	means companies that have exercised the option referred to in Article 1(120) of Law 296/2006 and adopted the corresponding qualification;
"SMEs"	Indicates small and medium enterprises as provided for in the legislative decree 58 of 24 February 1998, article 1, paragraph 1, letter w) <i>quarter. 1</i> );
Social Bonds	Bonds and other debt securities the proceeds from which are exclusively used to finance or refinance projects with specific social benefits/impacts. The presence of the characteristics required to qualify the bonds and the other debt securities as Social Bonds must be certified by a third party expert that will issue a certification when the securities are admitted to trading.
Sustainability Bonds	Bonds and other debt securities that have the required characteristics to qualify as Green Bonds and Social Bonds. The presence of the characteristics required to qualify the bonds and the other debt

securities as Sustainability Bonds must be certified by a third party expert that will issue a certification when the securities are admitted to trading.

Sustainability-Linked Bonds	Bonds and other debt securities that have financial and/or structural characteristics that may vary depending on whether the issuer achieves certain predefined sustainability objectives. The presence of the characteristics required to qualify the bonds and the other debt securities as Sustainability-Linked Bonds must be certified by a third party expert that will issue a certification when the securities are admitted to trading.
“stock exchange”	means a stock exchange on which financial instruments are officially listed pursuant to Directive 2001/34/EC or, in the case of non-EU countries, a regularly operating regulated market overseen by bodies recognised by the authorities that is directly or indirectly accessible by the public and defined by the local legislation with a term equivalent to “stock exchange”;
“Tick”	means the minimum difference between the prices of orders, established in the Instructions, for each financial instrument traded in the markets;
“Trader”	means, depending on the circumstances, either: <ol style="list-style-type: none"> <li>a person appointed to trade directly in the market; or</li> <li>a person appointed to control orders sent by customers via interconnection systems;</li> </ol>
“Trading venue”	means the regulated markets, multilateral trading facilities and systematic internalisers referred to respectively in Article 1.1(w-ter), 1.5-octies and 1.5-ter of the Consolidated Law on Finance;
“Venture capital institutional investors”	means persons who engage on a stable and professional basis in the activity of investing in equity capital by acquiring, managing and disposing of participating interests in unlisted companies;
“Venture Capital Funds or “VCF”	Collective investment undertaking of the closed-end type and investment companies with fixed capital as defined under article 1, paragraph 213 and 219 of Italian Law No. 145 of 30 December 2018 (2019 Budget Law);
“X-TRM”	means the daily trade-checking service by means of which transactions having financial instruments as their subject are sent to the post trading phases

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# **PART 2**

# **ADMISSION TO**

# **LISTING AND TO**

# **TRADING**



## **Title 2.1 General provisions**

### **Article 2.1.1** **(Scope)**

1. This part of the Rules shall govern admission to listing and trading of the financial instruments issued by Italian or foreign companies or entities, governments or international organisations:
  - a) shares, certificates representing shares and other equity securities;
  - b) bonds, Eurobonds, other debt securities and instruments tradable in the monetary market;
  - c) warrants and comparable securities;
  - d) units or shares of AIFs;
  - e) ETC/ETN;
  - f) structured bonds;
  - g) government securities;
  - h) asset-backed securities;
  - i) covered bonds;
  - j) units/shares of UCITS.

### **Article 2.1.2** **(Powers in relation to admission)**

1. Borsa Italiana may reject an application for admission to listing in a reasoned decision promptly notified to the interested party:
  - a) where the features of the financial instrument make it appear unlikely that a regular market will develop;
  - b) where the issuer has other financial instruments already admitted to trading and fails to fulfil the obligations deriving from such listing;
  - c) where, for a financial instrument already admitted to trading in another country, the issuer fails to fulfil the obligations deriving therefrom;

- d) where the situation of the issuer, also taking into account the information provided by the listing agent pursuant to Article 2.3.4 of the Rules, makes admission contrary to the interest of investors; and
- e) where it is considered that the admission may harm the reputation of the market as a whole and/or of Borsa Italiana.

2. Borsa Italiana may, exclusively for the purpose of protecting investors, make admission to listing subject to any special condition that it deems appropriate and that is explicitly notified to the applicant.
3. The following may be admitted to trading at the request of the issuer, of a market intermediary or at the initiative of Borsa Italiana, financial instruments issued or guaranteed by an EU member state or an international organisation of a public nature of which one or more EU member states are part.
4. Borsa Italiana may reject an application for admission to trading in a reasoned decision promptly announced to the public with a Notice if the conditions for admission to trading indicated in Titles 2.1, 2.2, 2.3 and 2.4 are not satisfied.

### ***Article 2.1.3 (General conditions for admission)***

1. Issuing companies and entities must be regularly established and their articles of incorporation and bylaws must conform with the laws and the regulations to which the companies and entities are subject.
2. Financial instruments must be:
  - a) issued in compliance with the laws, regulations and any other provisions that apply;
  - b) in conformity with the laws and regulations to which they are subject;
  - c) freely negotiable. Financial instruments whose transfer is subject to restrictions are considered freely negotiable when the restrictions do not involve any risk of disturbing the market;
  - d) suitable for settlement using the settlement service operated by the CSDs indicated by Borsa Italiana for each market or segment indicated in the Instruction;
  - e) suitable for trading in a fair, orderly and efficient manner.

#### **Article 2.1.4**

##### **(Additional conditions for foreign issuers)**

1. Issuers established under the foreign law of a non-EU member state must demonstrate that there are no impediments to their substantial compliance with the provisions, contained in these Rules and the Instructions or in laws or other regulations that apply to them, concerning information to be made available to the public, Consob or Borsa Italiana.  
Borsa Italiana may establish, for individual issuers, in consideration of the rules to which they are subject, different procedures and time limits from those provided for on a general basis for compliance with the provisions of these Rules.
2. Issuers established under foreign law must demonstrate that there are no impediments of any kind to the exercise of all the rights attaching to their financial instruments admitted to Stock Exchange listing.
3. Where the financial instruments issued by a company or an entity subject to the national legislation of a non-EU country are not listed in the home country or the country in which they are most widely distributed, they may be admitted only after it has been ascertained that the absence of listing in the home country or the country in which they are most widely distributed is not due to the need to protect in.

#### **Article 2.1.5**

##### **(Additional conditions for issues made by Italian issuers and subject to foreign law)**

1. Financial instruments of Italian issuers subject to the laws of a foreign country must demonstrate that there are no impediments of any kind to the exercise of all the rights attaching to their financial instruments admitted to Stock Exchange listing.

## Title 2.2 Conditions for admission

### Chapter 1 – Shares

#### **Article 2.2.1** **(Requirements for the shares)**

1. For the purposes of admission to trading, of shares, Borsa Italiana assesses the existence of conditions that will ensure that the shares may be traded in a fair, orderly and efficient fashion.
2. In support of this assessment, the shares must satisfy the following requirements:
  - a) a foreseeable market capitalisation of at least 40 million euros; Borsa Italiana may admit shares with a smaller market capitalisation where it deems an adequate market for such shares will develop. In the case of companies that have already been admitted to trading on another regulated market or multilateral trading system, the requirement of 40 million euros is calculated on the basis of the average market capitalisation of the last three months prior to the decision to admit to trading. To this end, the average market capitalisation is calculated on the basis of the average of the official prices of the reference period.
  - b) adequate distribution, which shall be presumed to exist where shares representing at least 25% of the capital represented by shares of the same class are distributed among professional as well as non-professional investors;

The minimum free float for shares to obtain STAR status shall be 35%. For this purpose alone, only 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.

- 1) account shall not be taken of controlling shareholdings or of shareholdings bound by shareholders' agreements or of shareholdings subject to restrictions on the transferability of shares (lock-up agreements) with a duration of more than 6 months;
- 2) account shall not be taken of shareholdings exceeding equal to or greater than 5%;
- 3) account shall be taken of the shares held by institutional investors except for controlling shareholdings of more than 10%, controlling shareholdings, or of shareholdings bound

by shareholders' agreements or of shareholdings subject to restrictions on the transferability of shares (lock-up agreements) with a duration of more than 6 months. Accounts shall be taken of the shareholdings held by the special purpose asset fund established in accordance with Article 27 of Legislative Decree 34/2020, unless these shareholdings are controlling shareholdings or shareholdings bound by shareholders' agreements or shareholdings subject to restrictions on the transferability of shares (lock-up agreements) with a duration of more than 6 months.

For the purposes of calculating the shareholding, including for obtaining STAR status at the same time as admission, the number of shares in the category for which admission is requested is considered. Should it be impossible to calculate the shareholding in this way, the calculation will be based on criteria which take account of the information available with regard to the ownership structure in accordance with the applicable legislation.

Borsa Italiana, without prejudice to the general objective indicated in paragraph 1, may, at its own discretion, derogate from the requirements set forth above, according to non-discriminatory procedures and based on methods defined in general term.

3. In the case of newly issued shares of the same class and with the same features, apart from dividend entitlement, as those already listed, the provisions of the preceding paragraph 1 shall not apply. Borsa Italiana may decide their admission to trading on a separate line, having regard to the quantity and distribution of the shares and to the expected duration of the separate line.
4. Except for the shares of *banche popolari* and cooperative companies authorised to engage in insurance, classes of shares without the right to vote in ordinary shareholders' meetings may not be admitted to listing unless shares with such right are already traded or are the subject of a simultaneous application for admission to trading.
5. The provisions of paragraph 2(b) shall not apply to savings shares, for which adequate distribution must be such as ensures the regular operation of the market.

#### **Article 2.2.2** **(Requirements for issuers of shares)**

1. Shares may be admitted to listing where they represent the capital of issuers who have published and filed, in compliance with national law,

the solo or consolidated annual accounts for the last three financial years, of which at least the latest must be accompanied by an opinion expressed by a statutory or a statutory auditing company registered in the register held by the Ministry of Economy and Finance, pursuant to Legislative decree no. 39 of 27 January 2010 or the corresponding applicable provisions of foreign law. Admission to listing may not be granted where statutory auditor or the statutory auditing company has rendered an adverse opinion or a disclaimer.

In exceptional circumstances, a smaller number of annual accounts may be accepted. Such derogation must be in the interests of the issuer and of investors and the latter must have all the information needed to evaluate the issuer and the instruments whose admission to listing is being applied for.

2. The issuer and the main companies belonging to the group it heads must adopt 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, where applicable, of the main companies belonging to the group it heads and making it possible to:

- monitor the key performance indicators and risk factors of the company and, where applicable, of 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.

To this end the issuer shall use the conformity checks carried out by a statutory auditor or a statutory auditing company or by some other qualified person that satisfies the requirements of professionalism, independence and experience with respect to services related to the management control system for listed companies. In this regard, the issuer shall issue a specific statement to Borsa Italiana.

3. The issuer must adopt a multi-annual business plan which expressly sets out the forecasts of revenues and margins by business area and: i) forecasts of revenues and operating costs; ii) the amounts and objectives of the capital spending; and iii) budget forecasts (including treasury forecasts). The business plan, together with the assessment made for the purposes of the working capital statement included in the prospectus, must be provided to the listing agent, to enable it to carry out its own assessments in the admission procedure. For the budgets, the issuer will use the assistance of an auditing company,

which will issue to the listing agent, with reference to the budget data relating to the financial year under way and the first six months of the following year, if the documentation has been completed after 15 September, a specific certification prepared in accordance with the best applicable international standards. The business plan does not need to be provided to Borsa Italiana as it is not relevant for the purposes of the assessments identified in Article 2.1.2, paragraph 1.

4. The provisions at paragraphs 2 and 3 of this Article shall not apply in the case 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 in which the latter does not have significant assets apart from the equity interest in the former and does not have financial debt. The provisions of this paragraph shall not apply where the listed company, for the purpose or as a result of the merger is the subject of guarantees, commitments or contractual constraints capable or potentially capable of materially affecting its financial structure.
5. The provisions of paragraphs 2 and 3 of this Article shall not apply in the case of an application for admission to listing of shares deriving from a merger of listed companies.
6. The provisions of paragraph 2 of this Article shall not apply in the case of admission to listing of shares representing the capital of an issuer which has approved a merger a listed company into an unlisted company, if the latter has no other significant assets besides its holding in the listed company and no financial debt.
7. The issuer must carry on, directly or through its subsidiaries and in conditions of management autonomy, an activity capable of generating revenues.

Borsa Italiana in assessing the existence of conditions of management autonomy, shall verify that there are no impediments to the maximisation of the issuer's economic and financial objectives. Where Borsa Italiana finds circumstances potentially able to impede the achievement of management autonomy, it shall require the public to be adequately informed at the time of admission to listing and on a continuous basis where appropriate.

Companies subject to direction and coordination by another company must not fall into the conditions that forbid the admission to listing pursuant to Article 16 of the Consob Markets Regulation.

The issuer's assets or revenues must not consist preponderantly of an investment or of the results of an investment in a company whose shares are admitted to trading on a regulated market.

8. Without prejudice to the provisions of the preceding paragraphs, the

shares of *banche popolari* and cooperative companies authorised to engage in insurance may be admitted provided that in the articles of incorporation and bylaws of the issuer:

- provision is made for ordinary issues of new shares to be reserved to new shareholders and implemented by the allotment of a single share;
- the minimum registration period required for recognition of the right to vote in shareholders' meetings is not more than 90 days.

9. The shares of cooperative companies may be admitted provided:

- the provisions of the article of incorporation of the issuer and/or the resolution for the issue of the shares contain/contains specific provisions ensuring that the shares issued are freely transferable;
- the provisions of the article of incorporation and/or of the resolution for the issue of the shares comply with the applicable provisions of law.

10. The requirements established in the preceding paragraphs shall not apply to the admission of shares of the same issuer belonging to a different category with respect to those already issued.

11. The issuer must have appointed a statutory auditor or a statutory auditing company to audit its annual accounts in accordance with Legislative decree no. 39 of 27 January 2010 except as provided for by the corresponding applicable provisions of foreign law. In the case of third country auditors and audit entities, pursuant to Article 34, paragraph 1, of Legislative Decree no. 39 of 27 January 2010, the issuer must provide confirmation to Borsa Italiana, at the latest on the date of admission to listing, that the appointed auditor or audit entity has submitted an application for inclusion in the register kept by the Ministry of Economy and Finance pursuant to Article 34 of Legislative Decree no. 39<sup>3</sup> of 27 January 2010 and is aware that, in the absence of such registration, pursuant to Article 34, paragraph 6, of Legislative Decree no. 39 of 27 January 2010, the audit reports issued by an auditor or audit entity of a third country that is not registered have no legal effect in Italy.

12. Where the creditworthiness of the issuer has been rated by a local or international credit rating agency in the twelve months preceding the submission of the application for admission to listing, the rating or its update must be notified to Borsa Italiana if public. This information

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<sup>3</sup> Pending the adoption of the MEF Regulation as per Article 34, paragraph 7, of Legislative Decree no. 39/2010, the transitional regime as per Article 43, paragraph 9, of the same Decree applies, and therefore the application for registration as auditor or auditing entity of the third countries must be submitted to Consob

will be disclosed to the market in the Notice establishing the date of the start of trading.

13. For companies with a foreseeable market capitalisation of their shares of less than 1,000 million euro, a specialist must be appointed to perform the functions set out in Article 2.3.5 in relation to those shares, for three years following admission. The appointment will be effective subject to the actual existence of a market capitalization of less than 1,000 million euros, calculated according to the criteria and terms set out in the Instructions.

Intermediaries admitted to trading in the market may act as specialists.

Intermediaries that belong to the group to which the issuer belongs, or which is headed by the issuer may not perform the function of specialist.

14. In granting admission to listing for ordinary shares of issuers whose ordinary shares are already admitted to trading on other EU regulated markets or non-EU markets, Borsa Italiana may waive the preceding paragraphs, taking account of factors including but not limited to: the inclusion of the shares in leading international or national financial indices, the size of the issuer and how long it has been admitted to trading.

#### **Article 2.2.3**

#### **(Additional requirements for shares to qualify as STAR shares)**

1. At the time issuers submit their application for admission to listing or subsequent to the admission to trading, they may apply for their ordinary shares to be granted STAR status in the manner set out in the Instructions provided they satisfy the requirements laid down in the following paragraphs. After ascertaining that the requirements are satisfied, Borsa Italiana shall grant shares STAR status in the Notice establishing the date of the start of trading or a subsequent Notice.
2. In order to obtain STAR status, shares must:
  - a) have an effective or a foreseeable market capitalisation not exceeding the limit laid down in the Instructions pursuant to Article 4.2.1, paragraph 3;
  - b) have an effective or a foreseeable market capitalisation not less than the limit laid down in the Instructions pursuant to Article 4.2.1, paragraph 3.

In the case of companies that have already been admitted to trading on another regulated market or multilateral trading system, the

requirement is calculated on the basis of the average market capitalisation of the last three months prior to the decision to admit to trading. To this end, the average market capitalisation is calculated on the basis of the average of the official prices of the reference period.

3. In order to obtain and maintain STAR status, issuers must:

- a) make additional periodic financial information available to the public within 45 days of the end of first, third and fourth quarter. This should contain, as a minimum, the contents described in Article 154-ter, paragraph 5 of the Consolidated Law on Finance. The issuers are exempted from the obligation to publish the statement regarding the fourth quarter if they make available to the public the annual financial report together with the other documents referred to in Article 154-ter, paragraph 1, of the Consolidated Law on Finance within 90 days of the close of the relevant financial year;
- b) make the half-yearly report pursuant to Article 154-ter, paragraph 2 of the Consolidated Law on Finance, available to the public within 75 days of the end of the first half of the financial year;
- c) have received a favourable auditor's report on their latest solo and, where applicable, consolidated annual financial statements;
- d) must not have assets or revenues consisting preponderantly of an investment or of the results of an investment in a company whose shares are admitted to trading on a regulated market;
- e) not have had their solo and, where applicable, consolidated annual financial statements challenged by Consob pursuant to Article 157 of the Consolidated Law on Finance;
- f) post their yearly financial reports, half-yearly financial reports, additional periodic financial information on their websites, together with the information referred to in Articles 114(1), and 114(5) of the Consolidated Law on Finance and any other information specified by Borsa Italiana in the Instructions. The information must be made available on the website in the format specified by Borsa Italiana in Italian and in English; disclosures to the public referred to in Articles 114(1) of the Consolidated Law on Finance and any additional integrations requested by Consob pursuant to Article 114(5) of the Consolidated Law on Finance must be disseminated to the public in English at the same time as the corresponding disclosures in Italian;
- g) have published the accounting reports required under the applicable provisions within the prescribed time limits and not have committed formally ascertained violations of disclosure

requirements in the previous 18 months;

- h) not be subject to bankruptcy proceedings and not have subsidiaries as defined in Article 2359 of the Civil Code subject to bankruptcy proceedings exceeding the limit established in the Instructions;
- i) not have its ordinary shares suspended from trading for an indefinite period;
- j) not be in any of the situations referred to in Article 2446 and/or Article 2447 of the Civil Code;
- k) have identified within their organisation a person with appropriate qualifications specifically charged with investor relations (investor relator);
- l) have adopted the organisational, operational and control models provided for in Article 6 of Legislative Decree 231/2001;
- m) apply, in relation to the composition of the management body and the role and functions of non-executive and independent directors, the principles and recommendations of Article 2 (except for recommendation 5, paragraphs 3 and 4, and recommendation 8) of the Corporate Governance Code, together with principle XII and recommendations 12(d), 13 and 14 of Article 3 of the Corporate Governance Code;

Borsa Italiana shall establish criteria in the Instructions for evaluating the adequacy of the number of independent directors. The entry into force of the rules shall be subject to Consob granting its explicit consent;

- n) apply, in relation to the creation and working of internal committees of the management body, the recommendations 16, first, second and third paragraph, and 17 of Article 3 of the Corporate Governance Code;
- o) apply, in relation to the remuneration of directors, the principles and recommendations 25, 26, 27(a), 27(c), 29 and 31 of Article 5 of the Corporate Governance Code;
- p) have appointed a control and risk committee in conformity with recommendations 32(c), 33 and 35 of Article 6 of the Corporate Governance Code.

4. STAR status shall be subject to the appointment of a specialist charged with performing the functions referred to in Article 2.3.5 for ordinary shares except for issuers with an average market capitalisation exceeding 1,000 million euros calculated according to the criteria and the terms provided in the instructions and which make request thereof.

Intermediaries admitted to trading in the market may act as specialists.

Intermediaries that belong to the group to which the issuer belongs, or which is headed by the issuer may not perform the function of specialist.

Where the issuer has other types of financial instrument listed, it may appoint a specialist to perform the functions referred to in Article 2.3.5, paragraph 1(a), for such other instruments as well.

5. In order to obtain STAR status, already listed issuers must comply with the requirement for profitability specified in the Instructions.
6. Upon receipt of a reasoned request from an issuer, Borsa Italiana may consider the requirements referred to in paragraphs 3 (m) and 3 (p) to be satisfied where the management body has resolved to submit proposals to the shareholders' meeting for action to satisfy such requirements.
7. Issuers shall undertake to notify Borsa Italiana promptly of any temporary impossibility of fulfilling the obligations referred to in paragraphs 3 and 4 and the reasons therefor.
8. Borsa Italiana may grant a derogation within 45 days of the additional periodic financial information from the requirement referred to in paragraph 3(a) where it is demonstrably impossible for the issuer to satisfy it and shall notify it to the issuer and the public within 15 days of the derogation application.
9. Borsa Italiana may request companies to supply all the information needed to verify fulfilment of the obligations referred to in paragraph 3.
10. With the periodicity indicated in the Instructions, Borsa Italiana may issue a Notice withdrawing STAR status from shares that failed to satisfy the requirements for maintaining the status, with account taken of the importance and frequency of cases where such requirements are not respected. With the same frequency, Borsa Italiana may exclude from the STAR qualification shares for which the free float has fallen below the percentage of capital specified in the Instructions.
11. Borsa Italiana shall verify compliance with the capitalisation requirement referred to in paragraph 2(a), with the periodicity indicated in Article 4.2.1 and may issue a Notice withdrawing STAR status from financial instruments whose capitalisation has risen above the limit established in accordance with the procedure laid down in Article 4.2.1, upon the issuer's request as provided for in the Instructions.
12. Borsa Italiana, also by way of derogation from the periodicity

specified in the Instructions, may adopt a reasoned decision withdrawing STAR status from the shares of companies:

- a) where circumstances occur that prejudice the profitability, financial position or balance sheet of the issuer or the group it heads, included the situations referred to in Articles 2446 and/or Article 2447 of the Civil Code;
- b) where the shares are suspended for an indefinite period;
- c) where the application of the measure referred to in Article 2.6.10 is made public pursuant to the Article 2.6.13.
- d) events have occurred that are basically in contrast with complete compliance with the high standards characteristic of the Euronext STAR Milan segment and that are likely to impact negatively on the segment's reputation.

The measure shall be published in a Notice.

In such cases Borsa Italiana, at the request of the interested company, may grant STAR status again to the shares of the company referred to in the preceding paragraph if the cause of the exclusion no longer exists taking into account the compliance with the continued eligibility requirements on the Euronext STAR Milan segment during the exclusion period, the maintenance of the free float existing at the time of exclusion, and provided the requirements referred to in Article 2.2.3, paragraph 3 and following of the Rules are satisfied.

13. The substance of the provisions contained in the previous paragraphs shall also apply to companies established under foreign law. Borsa Italiana reserves the right to establish different and/or additional procedures and time limits for individual issuers, taking account of the legal systems to which they are subject.

## Chapter 2 – Certificates representing shares

### ***Article 2.2.4 (Certificates representing shares)***

1. In the case of certificates representing shares, the issuer of the shares represented shall be considered as the issuer for the purposes of Part 2 of these Rules.
2. The issuer of the certificates representing shares must be subject to prudential supervision in Italy or in the country where it has its registered office.
3. The provisions of Articles 2.1.3 and 2.1.4 shall apply to the issuer of

certificates representing shares and to the certificates themselves; the certificates must also satisfy the requirements of Article 2.2.1.

## Chapter 3 – Bonds

### SECTION I

#### ***Article 2.2.5 (Requirements for issuers of bonds)***

1. Bonds issued by companies or entities who have published and filed, in compliance with national law, the solo or consolidated annual accounts for the last two financial years may be admitted to listing, without prejudice to the provisions of Article 2.2.6. In the case of bonds convertible into shares, the latter must be traded on a regulated market or be the subject of a simultaneous admission decision.
2. In exceptional circumstances Borsa Italiana may admit bonds issued by an issuer complying with the requirements of paragraph 1 convertible into shares issued by a third party and traded on a regulated market or subject to a simultaneous admission decision
3. The solo and, where applicable, consolidated annual accounts of the issuers of listed bonds must have been subjected to statutory audit in accordance with Legislative decree no. 39 of 27 January 2010 or the corresponding applicable provisions of foreign law. The issuer must have to audit the solo and, where applicable, consolidated annual accounts for the current year at the date the application for admission to listing is submitted in accordance with Legislative decree no. 39 of 27 January 2010 or the corresponding applicable provisions of foreign law. In the case of third country auditors and audit entities, pursuant to Article 34 of Legislative Decree no. 39<sup>4</sup> of 27 January 2010, at the latest on the date of admission to listing, the issuer must provide confirmation to Borsa Italiana, at the latest on the date of admission to listing, that the appointed auditor or audit entity has submitted an application for inclusion in the register kept by the Ministry of Economy and Finance pursuant to Article 34 of Legislative Decree no. 39<sup>5</sup> of 27 January 2010 and is aware that, in the absence of such registration, pursuant to Article 34, paragraph 6, of Legislative Decree no. 39 of 27

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<sup>4</sup> This provision does not apply if the third country issuer only issues debt securities admitted to trading whose nominal value, on the issue date, is not less than one hundred thousand euros or, in the case of debt securities in another currency, whose nominal value is equivalent to at least one hundred thousand euros on the issue date

<sup>5</sup> Pending the adoption of the MEF Regulation as per Article 34, paragraph 7, of Legislative Decree no. 39/2010, the transitional regime as per Article 43, paragraph 9, of the same Decree applies, and therefore the application for registration as auditor or auditing entity of the third countries must be submitted to Consob

January 2010, the audit reports issued by an auditor or audit entity of a third country that is not registered have no legal effect in Italy.

4. Where the creditworthiness of issuers of bonds has been rated by a local or international credit rating agency in the twelve months preceding the submission of the application for admission to listing, the rating or its update must be notified to Borsa Italiana if public, with an indication of the rating, if any, of the individual issue.
5. Where bonds are unconditionally and irrevocably guaranteed by a third party (guarantor), the requirements and formalities referred to in this Part for issuers of bonds shall be understood to apply to the guarantor of the issue.

**Article 2.2.6**  
**(Requirements for local authorities)**

1. Financial instruments issued by local authorities satisfying the following requirements may be admitted to listing:
  - a) in the case of persons referred to in Article 2, paragraph 1, D.Lgs. 267/2000, and consortia to which the provisions governing local authorities apply, the latest report on operations with the relevant attachments, accompanied by the report referred to in Article 151, paragraph 6, D.Lgs. 267/2000 must be certified by the economic and financial auditing body in the manner provided for in Article 239, paragraph 1, letter d), of the same Legislative Decree;
  - b) in the case of consortia of local authorities of economic and entrepreneurial significance, the latest annual accounts approved must be accompanied by an opinion of the statutory auditor or the statutory auditing company drawn up in accordance with Legislative decree no. 39 of 27 January 2010;
  - c) in the case of local authorities constituted under foreign law, the latest annual accounts or equivalent accounting document must have been audited in accordance with the corresponding applicable provisions of foreign law. In the case of third country auditors and audit entities, pursuant to Article 34 of Legislative Decree no. 39 of 27 January 2010, the issuer must provide confirmation to Borsa Italiana, at the latest on the date of admission to listing, that the appointed auditor or audit entity has submitted an application for inclusion in the register kept by the Ministry of Economy and Finance pursuant to Article 34 of

Legislative Decree no. 39<sup>6</sup> of 27 January 2010 and is aware that, in the absence of such registration, pursuant to Article 34, paragraph 6, of Legislative Decree no. 39 of 27 January 2010, the audit reports issued by an auditor or audit entity of a third country that is not registered have no legal effect in Italy.

### ***Article 2.2.7 (Requirements for bonds)***

1. For the purposes of admission to listing of bonds, Borsa Italiana shall verify the general conditions of the loan on the basis of the rules of the financial instrument (e.g. the terms and conditions for redemption on maturity, including the case of early redemption, or the conventions for calculating the accruals).
2. For the purposes of admission to listing, in the case of bonds having a mechanism for their redemption and/or remuneration linked to interest rates that is deemed complex, to subject the financial instrument to the provisions of Chapter 8 of this Title.
3. For the purposes of admission to listing in the case of convertible bonds:
  - a) the shares deriving from the conversion must, pursuant to a specific rule, be made available for trading by the subsequent settlement day at the end of the last day of the conversion period;
  - b) the characteristics of the financial instrument have to be clear and unequivocal, and permit a correlation between the price of the financial instrument and the price of the conversion share; and
  - c) the regulations must allow adjustments when non-recurring events affect the issuer of the shares resulting from the conversion. The adjustments have to be based on generally accepted methods and tend to neutralise the distorting effects of the event as much as possible.
4. For the purposes of admission to trading, the bonds have to be issued on the basis of a loan whose residual amount is at least € 15 million or an equivalent amount or, in the case of convertible bonds, at least € 5 million or an equivalent amount; nevertheless, Borsa Italiana may

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<sup>6</sup> Pending the adoption of the MEF Regulation as per Article 34, paragraph 7, of Legislative Decree no. 39/2010, the transitional regime as per Article 43, paragraph 9, of the same Decree applies, and therefore the application for registration as auditor or auditing entity of the third countries must be submitted to Consob

accept an amount lower than what has just been indicated if it believes that a sufficient market will be develop for the bonds in question.

5. Bonds may be admitted to trading with the indication of Green Bonds, Social Bonds, Sustainability Bonds or Sustainability-Linked Bonds where a third party certifies the environmental and/or social nature of the projects that are financed through the issue of these financial instruments and/or transition plans defined by issuers to make their activities more sustainable or the presence of financial and/or structural characteristics in the bonds that may vary depending on whether the issuer achieves certain pre-defined sustainability objectives.

This third party shall be:

- a) independent from the issuer company, its directors, managers and advisors;
- b) remunerated according to methods that are such to prevent conflicts of interest deriving from the fee structure; and
- c) a specialised subject with expertise in assessing projects of an environmental and/or social nature, transition plans or achievement by the issuer of certain pre-defined sustainability objectives.

## **SECTION II**

### ***Article 2.2.9 (Definition of covered bonds)***

1. Covered bonds shall mean financial instruments issued in connection with transactions carried out pursuant to:
  - a) Article 7-bis of Law 130/1999 as amended and special laws to which the provisions of Law 130/1999 shall apply insofar as they are compatible;
  - b) foreign laws that provide for the use of claims, both present and future, and other assets destined, on an exclusive basis, to satisfy the rights incorporated in the financial instruments issued and possibly to cover the costs of the transaction.

### ***Article 2.2.10 (Requirements for issuers of covered bonds)***

1. Covered bonds issued by banks who have published and filed, in

compliance with national law, the solo or consolidated annual accounts for the last two financial years that satisfy the requirements those of the provisions implementing Article 7-bis of Law 130/1999 may be admitted to listing or the corresponding applicable provisions of foreign law.

2. The solo and, where applicable, consolidated annual accounts of the issuers of covered bonds must have been subjected to statutory audit in accordance with Legislative decree no. 39 of 27 January 2010 or the corresponding applicable provisions of foreign law. The issuer must have assigned the statutory audit mandate to audit the solo and, where applicable, consolidated annual accounts for the current year at the date the application for admission to listing is submitted in accordance with Legislative decree no. 39 of 27 January 2010 or the corresponding applicable provisions of foreign law. In the case of third country auditors and audit entities, pursuant to Article 34 of Legislative Decree no. 39<sup>7</sup> of 27 January 2010, the issuer must provide confirmation to Borsa Italiana, at the latest on the date of admission to listing, that the appointed auditor or audit entity has submitted an application for inclusion in the register kept by the Ministry of Economy and Finance pursuant to Article 34 of Legislative Decree no. 39<sup>8</sup> of 27 January 2010 and is aware that, in the absence of such registration, pursuant to Article 34, paragraph 6, of Legislative Decree no. 39 of 27 January 2010, the audit reports issued by an auditor or audit entity of a third country that is not registered have no legal effect in Italy.
3. Where the creditworthiness of issuers of covered bonds has been rated by a local or international credit rating agency in the twelve months preceding the submission of the application for admission to listing, the rating or its update must be notified to Borsa Italiana if public, with an indication of the rating, if any, of the individual issue.

#### **Article 2.2.11** **(Requirements for covered bonds)**

1. For the purposes of admission to listing, Borsa Italiana reserves the right to subject covered bonds to the provisions of Article 2.2.28, paragraphs 4, 5 and 6, and Article 2.2.29, paragraphs 1, 2 and 3, of Chapter 8 of this Title if they have a redemption and/or remuneration

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<sup>7</sup> This provision does not apply if the third country issuer only issues debt securities admitted to trading whose nominal value, on the issue date, is not less than one hundred thousand euros or, in the case of debt securities in another currency, whose nominal value is equivalent to at least one hundred thousand euros on the issue date

<sup>8</sup> Pending the adoption of the MEF Regulation as per Article 34, paragraph 7, of Legislative Decree no. 39/2010, the transitional regime as per Article 43, paragraph 9, of the same Decree applies, and therefore the application for registration as auditor or auditing entity of the third countries must be submitted to Consob

mechanism linked to the performance of:

- a) interest rates with a system of linkage mechanism that is deemed complex;
- b) foreign currencies;
- c) stock indexes or baskets of stock indexes;
- d) shares or baskets of shares listed on a Stock Exchange in Italy or another country.

2. For the purposes of admission to trading, covered bonds must have a residual nominal value of at least €50 million or the equivalent thereof if denominated in other currencies. Borsa Italiana may, however, accept a smaller amount than that just specified where it deems a sufficiently liquid market will develop for the covered bonds in question.

***Article 2.2.12***  
***(Disclosure requirements for issuers)***

1. For each issue issuers of covered bonds are required to send Borsa Italiana the information specified in the Instructions.

## Chapter 4 – Eurobonds

***Article 2.2.13***  
***(Eurobond)***

1. Eurobonds shall mean bonds and other debt securities issued by Italian or foreign companies or entities or by governments or international organisations that are subject to a different law from that to which the issuer is subject and/or placed in two or more countries.

The provisions of Chapter 3 of this Title shall apply to issuers of Eurobonds.

## Chapter 5 - Warrants

### **Article 2.2.14** **(Definition of warrant)**

1. Warrant means a financial instrument that gives the holder the right to subscribe for (subscription warrant), buy (call warrant) or sell (put warrant), on or by the maturity date, a certain quantity of underlying shares against payment of an amount that is predetermined or to be determined in accordance with pre-established criteria in the case of subscription or call warrants and, conversely, against receipt of an amount that is predetermined or to be determined in accordance with pre-established criteria in the case of put warrants.

In the case of an issue of call warrants, the underlying shares must be deposited in a special escrow account with an intermediary subject to prudential supervision for the exercise of the warrants being issued.

In the case of an issue of warrants for the sale of shares, the total amount of funds needed for the purchase of the underlying shares must be deposited in a special escrow account with an entity subject to prudential supervision for the exercise of the warrants being issued or an unconditional and irrevocable guarantee must be provided for an equal amount by an entity subject to prudential supervision.

### **Article 2.2.15** **(Requirements for issuers of warrants)**

1. Warrants of issuers may be admitted to listing provided that their underlying shares are traded in a regulated market or are subject to a simultaneous admission decision.
2. In exceptional circumstances, Borsa Italiana may admit to listing warrants issued by an issuers that comply with requirements referred to in article 2.2.2, paragraph 1, and that refer to underlying shares issued by a third party and admitted to trading on a regulated market or that are subject to a simultaneous admission decision.

### **Article 2.2.16** **(Requirements for warrants)**

1. For the purposes of admission to listing, warrants must satisfy the following requirements:

- a) refer to underlying shares that are already traded on a regulated market or are the subject of a simultaneous admission decision;
- b) the underlying shares must, pursuant to a specific rule, be made available for trading by the subsequent settlement day at the end of the last day of the period of exercise of the option.
- c) have clear and unambiguous characteristics permitting a correlation between the price of the financial instrument and the price of the underlying share.

2. Borsa Italiana shall also require that provision be made in the rules for adjustments to be made where extraordinary events occur regarding the issuer of the underlying shares. Such adjustments must be based on generally accepted methods and tend to neutralise the distortionary effects of the event as far as possible.

## Chapter 7 - ETC/ETN

### **Article 2.2.19 (Definition di ETC/ETN)**

1. ETC/ETN shall mean financial instruments whose value is linked to the prices of the underlying assets referred to in Article 2.2.21.

### **Article 2.2.20 (Requirements for issuers of ETC/ETN)**

1. ETC/ETN issued by Italian or foreign companies or entities whose exclusive corporate purpose is to make one or more issues of financial instruments:
2. ETC/ETN may be admitted to listing when they are of an issuer that has published and filed, in compliance with national law, the solo and, where applicable, consolidated annual accounts for the latest two financial years (or of the last financial year if the issuer has been in operation for a shorter period), of which at least the latest must be accompanied by an opinion of a statutory auditor or a statutory auditing company drawn up in accordance with Legislative decree no. 39 of 27 January 2010 or the corresponding applicable provisions of foreign law. Admission to listing may not be granted where the statutory auditor or the statutory auditing company has rendered an adverse opinion or a disclaimer. In the case of recently created issuers Borsa Italiana may accept, in the absence of audited annual accounts or a balance sheet and income statement for a period of less than one year, a certification with details of the entry in the company register or equivalent for foreign companies. The issuer must also have assigned the statutory audit mandate to audit the annual accounts for the current year at the date the application for admission to listing is submitted in accordance with Legislative decree no. 39 of 27 January 2010 or the corresponding applicable provisions of foreign law. In the case of third country auditors and audit entities, pursuant to Article 34, paragraph 1, of Legislative Decree no. 39 of 27 January 2010, the issuer must provide confirmation to Borsa Italiana, at the latest on the date of admission to listing, that the appointed auditor or audit entity has submitted an application for inclusion in the register kept by the Ministry of Economy and Finance pursuant to Article 34 of Legislative Decree no. 39<sup>9</sup> of 27 January 2010 and is aware that, in

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<sup>9</sup> Pending the adoption of the MEF Regulation as per Article 34, paragraph 7, of Legislative Decree no. 39/2010, the transitional regime as per Article 43, paragraph 9, of the same Decree applies, and therefore the application for registration as auditor or auditing entity of the third countries must be submitted to Consob

the absence of such registration, pursuant to Article 34, paragraph 6, of Legislative Decree no. 39 of 27 January 2010, the audit reports issued by an auditor or audit entity of a third country that is not registered have no legal effect in Italy.

3. Where the creditworthiness of issuers of ETC/ETN themselves has been rated by a local or international credit rating agency in the twelve months preceding the submission of the application for admission to listing, the rating or its update must be notified to Borsa Italiana if public. This information will be disclosed to the market in the Notice establishing the date of the start of trading.
4. Borsa Italiana may, for the purpose of evaluating the suitability of the issuer of ETC/ETN, take into consideration the latter's previous experience with ETC/ETN, and may ask it to describe the risk-hedging strategies it intends to adopt in connection with the issue.

**Article 2.2.21**  
**(Underlying assets)**

1. ETC/ETN may be admitted to listing that are based on underlying assets specified in the Instructions, for which a reliable and up-to-date price or some other measure of value is available to the public.
2. Borsa Italiana may require the issuer of ETC/ETN to demonstrate that the issuers of the underlying financial instruments are subject to rules concerning the information to be made available to the public and the supervisory authorities substantially equivalent to those in force in Italy.
3. Where, ETC/ETN provide for the extinction thereof and/or for a change in the original contractual conditions or for the issuer to be able to repay the principal early, the issuer must make the required communications within the time limits specified by Borsa Italiana.

**Article 2.2.22**  
**(Requirements for ETC/ETN)**

1. For the admission to listing of ETC/ETN, the following conditions must be satisfied:
  - a) the characteristics of the instruments must be clear and unambiguous and permit a correlation between the price of the financial instrument and the price or other measure of the underlying;
  - b) provision must be made for adjustments where extraordinary events occur regarding the underlyings. Such adjustments

must be based on generally accepted methods and tend to neutralise the distortionary effects of the event as far as possible. The issuer must undertake to notify such adjustments to Borsa Italiana, for dissemination to the market, appropriately in advance of the date on which the adjustments will take effect.

2. The following conditions must also be satisfied:
  - a) the assets acquired with the proceeds deriving from the subscription of an issue must constitute, to all intents and purposes, an independent pool of assets separated from that of the issuer;
  - b) the assets acquired with the proceeds deriving from the subscription of an issue and the income earned on such assets must be assigned exclusively to satisfy the rights incorporated in the financial instruments and possibly to meet the costs of the transaction;
  - c) 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 subject to those creditors who, by virtue of the law applicable from time to time, may collect the claim in priority.
3. For ETC/ETN provision may also be made, at least for some categories of qualified intermediaries, for the subscription or the redemption on a continuous basis by delivering the financial instruments or commodities that make up the assets or an equivalent amount of cash. To this end there must be adequate provisions for the settlement and delivery of the underlying.
4. For the listing of ETC/ETN, there must be a specialist that enters into an undertaking pursuant to Article 4.4.1.
5. In any case, Borsa Italiana shall reserve the right to reject the admission to listing of ETC/ETN in order to ensure the stability and proper trading of the underlyings related thereto.

*Articles 2.2.24, 2.2.25 and 2.2.26 deleted by Notice no. 16760 of 6 November 2009*

## Chapter 8 - Structured bonds

### **Article 2.2.27** **(Definition of structured bonds)**

1. Structured bonds shall mean bonds that differ from those referred to in Chapter 3 insofar as their redemption and/or remuneration is linked to the prices of one of the following assets:
  - a) shares that are traded in a regulated market in Italy or another country and are highly liquid;
  - b) government securities that are 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) goods for which there is a reference market characterised by the availability of continuous and updated information on the prices of the assets traded;
  - f) units or shares of CIUs;
  - g) 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 marked by transparent methods of calculation and dissemination;
  - h) 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 to listing, at the request of the issuer, structured bonds linked to assets other than those referred to in Article 2.2.27 paragraph 1 provided the conditions of this Chapter are satisfied

### **Article 2.2.28** **(Requirements for issuers of structured bonds)**

1. Structured bonds issued by the following persons may be admitted to listing and trading:
  - a) Italian or foreign companies or entities;

- b) governments or supranational entities.

2. Issuers of structured bonds, except for governments, must have published and filed, in compliance with national law, the solo or consolidated annual accounts for the last two financial years and satisfy the requirements referred to in Article 2.2.2, paragraphs 2, 3, 4 and 5. Article 2.2.5, paragraph 3, shall also apply.
3. Where the creditworthiness of issuers of structured bonds has been rated by a local or international credit rating agency in the twelve months preceding the submission of the application for admission to listing, the rating or its update must be notified to Borsa Italiana if public, with an indication of the rating, if any, of the individual issue.
4. Borsa Italiana may, for the purpose of evaluating the suitability of the issuer of structured bonds, ask it to describe the risk-hedging strategies it intends to adopt in connection with the issue.
5. The issuer of the structured bonds must also demonstrate 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. Borsa Italiana reserves the right to require the issuer during the life of the bonds to communicate, for dissemination to the market, the movements in the prices of the financial assets chosen for the linkage mechanism.
6. The issuer must appoint a calculation "agent" charged with determining on the basis of the specific features of the issue the amount of the redemption and/or remuneration.

**Article 2.2.29**  
**(Requirements for structured bonds)**

1. For the purposes of admission to listing, structured bonds must have the following characteristics:
  - a) be linked to assets that satisfy the requirements referred to in Article 2.2.27;
  - b) in no circumstances may they be redeemed at a price lower than their face value;
  - c) provision must be made for adjustments where extraordinary events occur regarding the underlying assets referred to in Article 2.2.27, subparagraphs a), e), f), g) and h) chosen for the linkage mechanism. Such adjustments must be based on generally accepted methods and tend to neutralise the distortionary effects of the event as far as possible. The issuer of the structured bonds must also undertake to notify such

adjustments to Borsa Italiana, for dissemination to the market, appropriately in advance of the date on which the adjustments will take effect.

The matters referred to in the provisions of subparagraphs b) and c) must be contained in the issue rules.

2. For the purposes of admission to listing, Borsa Italiana may also require for structured bonds that where the method of calculation involved in the linkage mechanism is in the form of a mathematical formula, a numerical example be given that is not misleading.
3. For the purposes of admission to listing, Borsa Italiana recommends that the prices to be used for the linkage mechanism should normally be based on a significant volume of trading in the financial asset in question.
4. For the purposes of admission to trading, the structured bonds have to be issued against a loan whose residual amount is at least 15 million euro or equivalent amount. Borsa Italiana may, however, accept an amount lower than that specified above when it deems that a sufficient market will develop for the bonds in question.

## Chapter 9 – Asset backed securities

### **Article 2.2.30 (Definition of asset-backed securities)**

1. Asset-backed securities shall mean financial instruments issued in connection with securitisation operations carried out in accordance with:
  - a) Law 130 of 30 April 1999, as amended and special laws to which the provisions of Law 130 shall apply insofar as they are compatible; or
  - b) foreign laws that provide for the use of claims, both present and future, and other assets destined, on an exclusive basis, to satisfy the rights incorporated in the financial instruments issued and possibly to cover the costs of the securitisation operation.
2. Single issues (tranches) of asset-backed securities related to a securitisation operation may be admitted to listing.

### **Article 2.2.31 (Requirements for issuers of asset-backed securities)**

1. Issuers must have as their exclusive object the carrying out of one or more securitisation operations. In the case referred to in paragraph 1(b) of Article 2.2.30, Borsa Italiana may waive this provision where it deems adequate the documentation demonstrating that the claims or other assets, whose receipt or realisation serves to satisfy the rights incorporated in the asset-backed securities, constitute to all effects and purposes a independent pool of assets separated from that of the company and from that of other securitisation operations and that no actions concerning such a independent pool of assets may be brought by creditors other than holders of the related asset-backed securities.
2. The annual accounts of issuers of asset-backed securities must be accompanied by an opinion of a statutory auditor or of a statutory auditing company registered in the register held by the Ministry of Economy and Finance drawn up in accordance with Legislative decree no. 39 of 27 January 2010 or the corresponding applicable provisions of foreign law. In the case of third country auditors and audit entities, pursuant to Article 34 of Legislative Decree no. 39<sup>10</sup> of 27 January

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<sup>10</sup> This provision does not apply if the third country issuer only issues debt securities admitted to trading whose nominal value, on the issue date, is not less than one hundred thousand euros or,

2010, the issuer must provide confirmation to Borsa Italiana, at the latest on the date of admission to listing, that the appointed auditor or audit entity has submitted an application for inclusion in the register kept by the Ministry of Economy and Finance pursuant to Article 34 of Legislative Decree no. 39<sup>11</sup> of 27 January 2010 and is aware that, in the absence of such registration, pursuant to Article 34, paragraph 6, of Legislative Decree no. 39 of 27 January 2010, the audit reports issued by an auditor or audit entity of a third country that is not registered have no legal effect in Italy.

### **Article 2.2.32 (Requirements for asset-backed securities)**

1. A For the purpose of their admission to listing, tranches of asset-backed securities have to be rated on a continuing by at least one of the independent rating agencies indicated in the Instructions. The ratings requested by the issuer and made public have to be at least equal to the minimum rating indicated in the Instructions. Borsa Italiana may admit unrated tranches to listing if their redemption is guaranteed by a State, a government entity or agency so that the implicit rating is at least equal to the minimum rating indicated in the Instructions.
2. For admission to listing, Borsa Italiana reserves the right to subject asset-backed securities to Articles 2.2.28, paragraphs 4, 5 and 6, and 2.2.29, paragraphs 1, 2, and 3, of Chapter 8 of this Title where their redemption and/or remuneration is linked to:
  - a) interest rates, with a mechanism that is deemed complex;
  - b) foreign currencies;
  - c) stock indexes or baskets of stock indexes;
  - d) shares or baskets of shares listed on a Stock Exchange in Italy or another country.
3. For the purposes of admission to trading, the tranches of ABS have to:
  - a) have a residual face value of at least 50 million euros or the equivalent thereof if denominated in other currencies. Borsa Italiana may, however, accept a smaller amount than that

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in the case of debt securities in another currency, whose nominal value is equivalent to at least one hundred thousand euros on the issue date

<sup>11</sup> Pending the adoption of the MEF Regulation as per Article 34, paragraph 7, of Legislative Decree no. 39/2010, the transitional regime as per Article 43, paragraph 9, of the same Decree applies, and therefore the application for registration as auditor or auditing entity of the third countries must be submitted to Consob

indicated where it deems that the market for the asset-backed securities in question will be sufficiently liquid;

- b) be distributed among non-professional investors and/or professional investors to an extent deemed adequate by Borsa Italiana to meet the need for regular operation of the market.

4. The requirement set forth in paragraph 1 of this Article does not apply to ABS tranches for which admission to listing on the Professional Segment of the MOT Market is requested. In such case, the information indicated in the Instructions must be provided.

**Article 2.2.33**  
**(Information on the operation)**

1. For each issue issuers of asset-backed securities are required to send Borsa Italiana the following information as soon as it is available, for dissemination to the public:
  - 1) all the ratings to which the issue is subject and, in particular:
    - a) any change in the rating;
    - b) the placement of the rating under observation (where the rating agency provides for this procedure);
    - c) the full report of the rating agency on the two events mentioned above;
    - d) the full, qualitative and quantitative, report on the periodic monitoring of the assets destined to redeem the asset-backed securities;
  - 2) changes in the amortisation schedule of the tranche and in the seniority of tranches, and the pool factor of the tranche, if any.

In the case of an application for admission to the Professional Segment of the MOT Market, the information referred to in item 1) of this paragraph shall be disclosed if available.

2. Borsa Italiana reserves the right to permit the omission of data and information referred to in the previous paragraph where they are already contained in other documentation provided by the issuer or are not material for the issue in question. In the latter case Borsa Italiana shall inform Consob of the omission.

## Chapter 10 – OICR

### **Article 2.2.34** **(Requirements for listing of units or shares of AIFs)**

1. Units or shares of closed-end AIFs and open-end AIFs, including VCFs and ELTIFs, EuVECAs and EuSEFs, may be admitted to listing on the Euronext MIV Milan market and on the Professional Segment of the Euronext MIV Milan market, provided that its marketing in Italy has been authorized.
2. For the purposes of admission to trading:
  - a) the AIF must have an amount of at least 25 million euro of assets raised through the offering of shares or units and/or assets valued at NAV;
  - b) the units or shares must be distributed among non-professional investors and/or professional investors to an extent deemed adequate by Borsa Italiana to meet the need for regular operation of the market.
3. Where application is made for the listing of the units or shares of a sub-fund of the AIF and ELTIF, the requirements of this article shall be understood as applying to such sub-fund. Where the admission of more classes of units or shares of an AIF having a single sub-fund or more classes of units or shares of an AIF having several sub-funds, the requirement laid down in letter a) of paragraph 2 shall be understood to refer to the individual sub-fund or to the AIF as a whole in case of a single sub-fund; the requirement laid down in letter b) of paragraph 2 shall be understood to refer to the individual class of units or shares, subject to admission to trading.
4. The issuer must have appointed statutory auditor or a statutory auditing company to audit its annual accounts in accordance with Italian Legislative Decree no. 39 of 27 January 2010 except as provided for by the corresponding applicable provisions of foreign law. In the case of third country auditors and audit entities, pursuant to Article 34, paragraph 1, of Legislative Decree no. 39 of 27 January 2010, the issuer must provide confirmation to Borsa Italiana, at the latest on the date of admission to listing, that the appointed auditor or audit entity has submitted an application for inclusion in the register kept by the Ministry of Economy and Finance pursuant to Article 34 of Legislative Decree no. 39<sup>12</sup> of 27 January 2010 and is

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<sup>12</sup> Pending the adoption of the MEF Regulation as per Article 34, paragraph 7, of Legislative Decree no. 39/2010, the transitional regime as per Article 43, paragraph 9, of the same Decree applies, and therefore the application for registration as auditor or auditing entity of the third countries must be submitted to Consob

aware that, in the absence of such registration, pursuant to Article 34, paragraph 6, of Legislative Decree no. 39 of 27 January 2010, the audit reports issued by an auditor or audit entity of a third country that is not registered have no legal effect in Italy.

5. Units or shares of open-end AIFs can be admitted on the ETFPlus market if they provide for subscription and redemption on a daily basis and the units or shares can be marketed to retail investors pursuant to Article 44 of the Consolidated Law on Finance. The AIF must also be characterised by an investment policy that foresees replication of the performance of the underlying assets and/or be characterised by contractual safeguards that guarantee the alignment of market prices to the NAV. In such case, the requirements for the listing of ETFs (article 2.2.35) shall apply.

#### ***Article 2.2.35 (Requirements for listing of ETFs)***

1. Units/shares of ETFs may be admitted to listing, provided they are compliant with Directive 2009/65/EC or with the Directive 2011/61/CE and provided the following conditions are satisfied:
  - a) the ETF's prospectus provides for the units/shares of the ETF to be listed on a regulated market;
  - b) the prospectus provides, at least for some categories of qualified persons, the possibility of subscribing for and redeeming the units/shares of the ETF on a continuous basis through the delivery of financial instruments making up the assets or an equivalent in cash;
2. The admission to listing of units/shares of ETFs is also subject to satisfaction of at least one of the following conditions:
  - a) the ETF's reference index or basket of securities is calculated in a transparent manner and updated daily, and the value of the index is made available to the public at least once a day (index ETFs);
  - b) the index to which the ETF's performance is linked and the formula linking the performance of the index and the ETF's are marked by transparent methods of calculation and the value of the index is made available to the public at least once a day (structured ETFs);
  - c) the ETF clearly communicates the active management policy, with details of how it intends to implement its declared investment policy, and if necessary, its intention to outperform an index, and also communicates its portfolio transparency policy (actively managed ETFs);

3. The admission of ETFs requires the presence of a specialist that has entered into the undertakings referred to in Article 4.4.1.
4. Where, subsequent to listing, the requirements referred to in paragraphs 1, 2 and 3 are no longer satisfied, Borsa Italiana may suspend or, in more serious cases, revoke the listing of the units/shares of the ETF in accordance with Title 2.5 of these Rules.

### **Article 2.2.36**

#### **(Requirements for listing of shares on the Professional Segment of the Euronext MIV Milan Market)**

1. Ordinary shares representing the capital of companies other than AIFs may be admitted to listing provided the clause of the bylaws establishing the corporate purpose provides for investment prevalently in a company or business subject to the approval of the shareholders' meeting, in accordance with their strategy and the performance of the related instrumental activities (so-called SPAC). Notwithstanding, the bylaws may provide for the possibility that, after the distribution or the demerger of the acquired company or business, the company shall continue to operate in accordance with the requirements set forth by this article.
2. Ordinary shares representing the capital of companies, other than AIFs, whose strategy has not been initiated or completed yet and/or is particularly complex may also be admitted to listing, for which a legal opinion is provided, stating they do not constitute AIFs.
3. The bylaws shall provide for the duration of the company not to be more than 36 months for it to make one or more significant investments, with the possibility of an extension only, subject to approval by the shareholders at the next shareholders' meeting before the expiry of the period. The articles of association do not provide for the exclusion of the right of withdrawal for shareholders who have not participated in the approval of the resolutions concerning the extension of the time limit.
4. The company must not invest more than 20% of its assets in units of AIFs.
5. Investments shall be considered significant if in total they represent more than 50% of the company's assets.
6. Foreign issuers must demonstrate that there are no impediments to their substantial compliance with these provisions.

### **Article 2.2.37**

#### **(Requirements for companies on the Professional Segment of the Euronext MIV Milan market)**

1. Shares may be admitted to trading where they represent the capital that have drafted financial statements even for a period of less than one year, provided that such have been subject to a full audit by a statutory auditor or a statutory auditing company registered with the register held by the Ministry of Economy and Finance in accordance with Legislative decree no. 39 of 27 January 2010 or the corresponding applicable provisions of foreign law. Admission to

trading may not be granted where the statutory auditor or the statutory auditing company has rendered an adverse opinion or a disclaimer.

2. The issuer must be able to operate in conditions of management autonomy. Borsa Italiana, in assessing the existence of conditions of management autonomy, shall verify that there are no impediments to the maximisation of the issuer's economic and financial objectives. Where Borsa Italiana finds circumstances potentially able to impede the achievement of management autonomy, it shall require the public to be adequately informed at the time of admission to listing and on a continuous basis where appropriate.  
Companies subject to direction and coordination by another company must not fall into the conditions that forbid the admission to listing pursuant to Article 16, of the Consob Markets Regulation.
3. Issuers must establish and pursue a strategy that is sufficiently precise and detailed so as to produce clear guidelines and limits for the choice of investment assets and thus provide the basis for the investment choices of individual investors. This strategy must specify at least:
  - the type or types of business sector, the geographical area or areas and the type of asset or company that can be invested in;
  - whether the issuer will act as an active or a passive investor and, where applicable, the expected duration of each investment;
  - the degree of diversification of the investments and the maximum exposure limits, where applicable;
  - the policy for borrowing and cross-shareholdings, where applicable.
4. Exclusively for the case referred to in Article 2.2.36, paragraph 1, issuers must establish an escrow account on which to deposit the capital raised during the admission and on the occasion of subsequent capital increases for the purpose of making the planned investments.
5. At least three members of the management body and managers, and in any case all the persons who have investment mandates, must have had a total of at least three years experience in the strategic management of investments of the same size and type as those of the company.
6. Issuers shall take all reasonable measures to identify conflicts of interest that could arise from their investment activity and suitable organizational and procedural measures for the handling of conflicts of interest. In particular, issuers must ensure that where a director or person who manages the investments performs comparable functions in companies that perform similar or instrumental activities

procedures exist guaranteeing independent management.

Issuers must establish in writing, maintain and apply an effective policy for the handling of conflicts of interest.

The policy for the handling of conflicts of interest must at least:

- permit the identification, in connection with the investment activity, the circumstances that generate or could generate a conflict of interest involving, in particular, directors and persons who manage the investments;
- specify the procedures to be followed and the measures to be adopted for the handling of such conflicts.

7. The issuer must have appointed a statutory auditor or a statutory auditing company to audit its annual accounts in accordance with Legislative decree no. 39 of 27 January 2010 except as provided for by the corresponding applicable provisions of foreign law. In the case of third country auditors and audit entities, pursuant to Article 34, paragraph 1, of Legislative Decree no. 39 of 27 January 2010, the issuer must provide confirmation to Borsa Italiana, at the latest on the date of admission to listing, that the appointed auditor or audit entity has submitted an application for inclusion in the register kept by the Ministry of Economy and Finance pursuant to Article 34 of Legislative Decree no. 39<sup>13</sup> of 27 January 2010 and is aware that, in the absence of such registration, pursuant to Article 34, paragraph 6, of Legislative Decree no. 39 of 27 January 2010, the audit reports issued by an auditor or audit entity of a third country that is not registered have no legal effect in Italy.
8. Where the creditworthiness of the issuer or its subsidiaries has been rated by a local or international credit rating agency in the twelve months preceding the submission of the application for admission to listing, the rating or its update must be notified to Borsa Italiana if public. This information will be disclosed to the market in the Notice establishing the date of the start of trading.

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<sup>13</sup> Pending the adoption of the MEF Regulation as per Article 34, paragraph 7, of Legislative Decree no. 39/2010, the transitional regime as per Article 43, paragraph 9, of the same Decree applies, and therefore the application for registration as auditor or auditing entity of the third countries must be submitted to Consob

## Chapter 11 – Shares of issuers operating prevalently in the property rental sector, and of SIIQs

### **Article 2.2.38**

#### ***(Requirements of issuers operating prevalently in the property rental sector, and of SIIQs)***

1. The shares representing the capital of issuers operating prevalently in the property rental sector, and of SIIQs with a NAV of at least 200 million Euro or that comply with the index set out in the Instructions, may be admitted to listing on the Euronext Milan market. The prevalence requirement shall be evaluated with reference to the provisions of Article 1, paragraph 121, of Italian Law no. 296/2006.
2. In the absence of the requirements referred to in paragraph 1, and subject to satisfaction of the further requirements set out in Chapter 11, the issuer may, in any case, on its own initiative, apply for admission to trading on the Professional Segment of the Euronext MIV Milan Market.
3. At least three of the members of the governing body and the executive managers, and in any case all of those with investment powers, must have at least three years' experience of the strategic management of investments of the same entity and type as those constituting the investment aims of the company.
4. The issuer shall take all reasonable measures to identify any conflicts of interest that could arise from investment operations, together with suitable organizational and procedural measures for the management of any conflicts of interest.

More specifically, the SIIQ shall formulate in writing, apply and preserve an effective policy for the management of conflicts of interest, and said policy shall illustrate the safeguards, procedures and organizational measures designed for the purpose of identifying and managing conflicts of interest, together with the corresponding information flows.

5. The organizational measures and the procedures designed for the purpose of managing conflicts of interest, must be proportionate to the nature, entity and complexity of the SIIQ's business and that of the group it belongs to. In particular, the policy for the management of conflicts of interest referred to in paragraph 4, must:
  - a) permit the identification of the circumstances, in relation to the business carried out and the services provided, that generate, or that could generate, a conflict of interest affecting, in particular, the directors or the holders of managerial powers (including, for example, any director or

holder of managerial powers who performs a similar role in companies that carry on similar or ancillary activities);

- b) define the procedures to be followed, and the measures to be adopted, to handle such conflicts of interest; and
- c) establish the limits to the accumulation of offices held in the case of those persons who exercise administrative, managerial or control functions in the SIIQ, on the basis of the nature, entity and complexity of the SIIQ's business and that of any group it belongs to, as well as of the type and range of services or business activities performed by the SIIQ.

The procedures and measures referred to in letter b) above, guarantee that the relevant persons involved in various activities that imply a conflict of interest in accordance with letter a), carry out such activities in an appropriately independent manner, taking into account the entity and business of the company, and the degree of risk that such conflicts of interest may negatively impact shareholders' interests.

6. The SIIQ shall set up a committee within the framework of its own governing body, appointed to analyse every proposed investment and/or disinvestment transaction regarding more than 5% of the company's total assets at NAV, that is brought to the committee's attention by a member of the governing body and/or by the person holding managerial powers. The committee shall also analyse all transactions below said threshold, in which the directors have an interest pursuant to Article 2391 of the Italian Civil Code.

The committee shall be composed of no fewer than three independent directors; alternatively, the committee may be composed of non-executive directors, the majority of whom shall be independent. In the latter case, the chair of the committee shall be chosen from among the independent directors. At least one member of the committee shall have adequate knowledge and experience of the real estate sector, or of the strategic management of investments of the same entity and type as those constituting the investment aims of the company, to be evaluated by the board of directors at the time of the committee's appointment.

The committee's opinion is mandatory, although not binding, and reasons must be given for it. In the event of a negative opinion, the company is bound to inform the market of the reasons that led it to carry out the transactions despite the negative opinion.

7. In granting admission to listing for ordinary shares of issuers whose ordinary shares are already admitted to trading on other EU or non-

EU markets, Borsa Italiana may waive the preceding paragraphs, taking account of factors including but not limited to: the inclusion of the shares in leading international or national financial indices, the size of the issuer and how long it has been admitted to trading.

8. For the issuers referred to in this Chapter 11, the provisions of Chapter 1, Article 2.2.2, paragraphs 1 to 7 and 10 to 14 shall apply. With reference to the business plan, referred to in Article 2.2.2, paragraph 3, the document shall also include a description of the investment strategies that the company intends to pursue.

## Chapter 12 - Other securities and special distribution conditions

### ***Article 2.2.40 (Other securities)***

The foregoing provisions of this Title concerning shares, bonds and warrants shall also apply, insofar as they are compatible, to the admission to listing of respectively other equity securities, other debt securities and other securities comparable to warrants.

## Title 2.3 Listing agents and specialists

### Chapter 1 –Listing agents and specialists in the Euronext STAR Milan Segment

#### **Article 2.3.1** **(Appointment of listing agents)**

1. Issuers must appoint a listing agent:
  - a) where they intend to apply to Borsa Italiana for the first admission to listing of financial instruments referred to in Article 2.1.1, paragraphs 1 letter a), included shares admitted on the Professional Segment of the Euronext MIV Milan Market and SIIQs;
  - b) where, as a result of serious violations of these Rules or other applicable regulations or provisions, Borsa Italiana shall require the appointment of a listing agent to assist the issuer in the measures to be adopted.
2. It is not necessary to appoint a listing agent in the case of an application for admission to listing of shares deriving from the merger of a listed company and in the case of reverse mergers pursuant to Title 2.9.
3. The listing agent must be appointed not later than the time at which the application for the admission to listing of the financial instruments referred to in paragraph 1 of this article is submitted to Borsa Italiana and last for at least one year from the date of the start of trading where the appointment is made in connection with the admission of financial instruments referred to in Article 2.1.1, paragraph 1 letter a) included shares admitted on the Professional Segment of the Euronext MIV Milan market and SIIQs.
4. In the cases referred to in paragraph 1 letter b) the appointment must last for at least one year.
5. Borsa Italiana may exempt issuers from the obligation referred to in paragraph 1 when the shares to be admitted are already traded on another EU regulated market or non-EU market.

#### **Article 2.3.2** **(Person eligible to act as listing agents)**

Italian, EU and non-EU banks and investment firms shall be eligible to

act as listing agents, provided they have gained proven experience in primary capital market transactions.

In the case of admission of financial instruments referred to in Article 2.1.1, subparagraph a), including the shares of SIIQs, preceded by an offering of the same instruments by a syndicate, the listing agent must act as global coordinator and/or bookrunner.

### ***Article 2.3.3*** ***(Relationships between listing agents and issuers)***

1. The listing agent may not belong to the group to which the issuer belongs or which is headed by the issuer. To this end, the listing agent must issue a declaration to Borsa Italiana specifying the nature and size of its interests where:
  - a) the listing agent or companies belonging to the group to which the listing agent belongs or which is headed by the listing agent (the listing agent's Group) hold an equity interest in the issuer or companies belonging to the group to which the issuer belongs or which is headed by the issuer (the issuer's Group) or rights of pledge or usufruct on the issuer's shares;
  - b) there exist credit positions between the listing agent's Group and the issuer's Group, exclusively in the case in which the issuer intends to use the procedure for admission accompanied by an offer for subscription;
  - c) there exist equity interests and credit positions between the listing agent's Group and persons with significant direct and indirect holdings in the issuer, exclusively in the case in which the issuer intends to use the procedure for admission accompanied by an offer for sale.
2. The issuer must issue a declaration to Borsa Italiana specifying the nature and size of the equity interests where the issuer's Group holds an equity interest in the listing agent's Group.
3. In the cases referred to in paragraphs 1 (a), 1 (b) and 2, the listing agent may not be appointed if it is in the conditions specified in the Instructions.
4. In order to ensure the orderly performance of the admission procedure, Borsa Italiana may require the appointment of a different listing agent and shall inform the issuer accordingly within 15 days of the day the documentation to be attached to the application for admission to listing is completed. Such notification must give the reasons for the request. The entry into force of the related provisions

contained in the Instructions shall be subject to Consob granting its explicit consent.

5. Where, after an application for admission to listing has been submitted, the issuer revokes the appointment of the listing agent or the listing agent renounces the appointment, both parties must immediately notify the fact to Borsa Italiana, giving the reasons for the revocation or the renouncement. The admission procedure shall be interrupted until the issuer has appointed another listing agent to perform the functions referred to in this Chapter for the periods referred to in Article 2.3.1, paragraphs 3 and 4.

#### **Article 2.3.4**

#### **(Role of the listing agent in the case of admission of financial instruments)**

1. The listing agent shall collaborate with the issuer in the procedure for the admission to listing and trading of financial instruments with the aim of ensuring its orderly implementation and is the point of contact for dealings with Borsa Italiana within the admission procedure.
2. In the case of admission to listing of financial instruments referred to in Article 2.2.2, paragraph 1 letter a), including the shares of SIIQs, the listing agent shall issue a declaration to Borsa Italiana:
  - a) stating that it has transmitted to Borsa Italiana all the data and facts that have come to its knowledge in the performance of its activity and which Borsa Italiana should take into consideration for the purpose of admission to listing pursuant to Article 2.1.2, paragraph 1 of the Rules, in addition to those already notified by the issuer in accordance with Article 2.4.1;
  - b) affirming that the management body and the supervisory body have been adequately informed with regard to the responsibilities and obligations resulting under the laws and regulations in force from the admission to listing and trading of the company's financial instruments;
3. In the case of admission to listing of financial instruments, other than shares admitted on the Professional Segment of the Euronext MIV Milan market, referred to in Article 2.1.1, paragraph 1 letter a), for which the application referred to in Article 2.2.3, paragraph 1, has not been submitted, the listing agent shall also undertake, for the entire duration of its appointment and from the date of the start of trading:
  - a) to produce or have produced on its account, at least two researches (as defined in Article 3, paragraph 1, numbers 34 and 35 of the Regulation no. 596/2014 (EU) and that

meet the requirements established in Article 36, paragraph 1, of Regulation (EU) no. 2017/565 - on the issuer per year, to be prepared promptly and in accordance with the highest standards on the occasion of the publication of the results for the year and the half-year. The researches must be made public in accordance with the procedures and time limits established in the Instructions. In the research shall be indicated the subject that has produced it as well as the circumstance that it has been carried out by the listing agent, and the relating analysts. If the research has been carried out by subjects other than the listing agent, it has to be indicated the subject that produced it and the relating analysts, as well as the circumstance that it has been carried out on behalf of the listing agent.

- b) to organise and attend at least two meetings a year between the management of the company and professional investors.
- 4. In the case of admission to listing of the financial instruments referred to in Article 2.1.1, paragraph 1, letter d), the Board of Directors shall issue a specific statement in which it assumes those responsibilities referred to in paragraph 2 of this Article.
- 5. In the case the issuer makes use of the market exclusively for the offering of financial instruments pursuant to article 2.4.3, paragraph 7 and the issuer does not exclude that these are allocated mainly to non-professional investors, the listing agent shall assist the issuer in the process of pricing.
- 6. In the case of admission to listing of shares on the Professional Segment of the Euronext MIV Milan market and of SIIQs, the listing agent shall attest that the issuer has an adequate policy for the handling of conflicts of interest. The listing agent shall also attest that the professionalism, experience and reputation of the persons who manage the investments are adequate.
- 7. In the case of admission to listing of financial instruments, other than shares on the Professional Segment of the Euronext MIV Milan market, referred to in Article 2.1.1, paragraph 1 letter a) for which the application referred to in Article 2.2.3, paragraph 1, has been submitted, the obligations referred to in paragraph 3 shall be fulfilled by the specialist in accordance with Article 2.3.5.

### **Article 2.3.5**

#### ***(Obligations of specialists in the Euronext Milan market and Euronext Milan market and Euronext STAR Milan segment)***

1. With effect from the date of the start of trading, the intermediary appointed by the issuer pursuant to Article 2.2.3, paragraph 4 and Article 2.2.2, paragraph 13, shall undertake to perform the following functions of a specialist:
  - a) to display continuous bids and offers with a percentage spread that does not exceed the limit established by Borsa Italiana in the Instructions for a daily quantity specified in the Instructions;
  - b) to produce or have produced on its account, at least two researches ( - as defined in Article 3, paragraph 1, numbers 34 and 35 of the Regulation no. 596/2014 (EU) and that meet the requirements established in Article 36, paragraph 1, of Regulation (EU) no. 2017/565 - on the issuer per year, to be prepared promptly and in accordance with the highest standards on the occasion of the publication of the results for the year and the half-year. The researches must be made public in accordance with the procedures and time limits established in the Instructions. In the research shall be indicated the subject that has produced it as well as the circumstance that it has been carried out by the specialist, and the relating analysts. If the research has been carried out by subjects other than the specialist, it has to be indicated the subject that produced it and the relating analysts, as well as the circumstance that it has been carried out on behalf of the specialist.
  - c) to organise and attend at least two meetings a year between the management of the company and professional investors.

Upon issuer's request, in exceptional cases Borsa Italiana may exempt specialists from having to fulfill the obligations referred to in paragraph 1, letter b) for one year, taking into account the number of researches concerning individual issuers already available on the market, in relation also to the other companies belonging to the Euronext STAR Milan segment. As the year passed, Borsa Italiana may renew the exemption upon request the issuer's request taking into account the circumstances of the preceding period.

For Euronext Milan issuers with a market capitalization of less than 1,000 million euro at the time of admission, the obligations referred to in this paragraph have a duration equal to that indicated in article 2.2.2 paragraph 13.

2. In the case of shares that are already listed, for which the listing agent performs the functions referred to in Article 2.3.4, paragraph 3, the obligations referred to in paragraphs 1 letters b) and c) shall be effective from the termination of the listing agent's appointment.

### **Article 2.3.6**

#### **(Relations between issuers and Euronext STAR Milan specialists)**

The contract concluded with a specialist must provide for the termination of the relationship for any reason to be notified to Borsa Italiana in writing in the manner laid down in the Instructions.

### **Article 2.3.7**

#### **(Disclosure)**

The name of the listing agent must appear on the notices whose dissemination is provided for in Articles 2.4.1, 2.4.2 and 2.4.3 and may be associated with the name of the issuer in documents and publications of Borsa Italiana.

### **Article 2.3.8**

#### **(Verification activity)**

1. For the purpose of verifying compliance with these Rules and the accompanying Instructions and, more generally, in order to ensure the performance of its functions of organising and managing the markets, Borsa Italiana may:
  - a) request listing agents to provide all the necessary information and documents;
  - b) convoke the representatives of listing agents to clarify specific conduct or situations.
2. Where evidence is found of presumed violations of these Rules or the accompanying Instructions, Borsa Italiana, after acquiring appropriate substantiating elements, decides whether, in its opinion, a violation has been or has not been objectively completed and, if so, it adopts any of the measures referred to in Article 2.3.9, after it started the procedure referred to in Article 2.3.10, when applicable.

### **Article 2.3.9**

#### **(Measures against listing agents)**

1. Where there is a violation of these Rules or the accompanying Instructions, including the case of listing agents hindering the verification activity referred to in Article 2.3.8, Borsa Italiana may

apply one or more of the following measures against the listing agents in question:

- a) a written warning to observe the Rules and accompanying Instructions;
- b) a written censure;
- c) a fine of between 5,000 and 500,000 euros;
- d) inhibition to undertake new operations as listing agent for a period not longer than 18 months. Such inhibition shall apply to the activities of listing agent performed in other markets organised and managed by Borsa Italiana;

2. The measures provided for in the preceding paragraph may be made public as described in Article 2.6.13 where Borsa Italiana is of the opinion that this is deemed necessary and appropriate for the purpose of market protection. Borsa Italiana may disclose to the public the measure and the description of the violation without specifying the identity of the perpetrator, when this is deemed sufficient in order to ensure market protection. The measure referred to in paragraph 1, letter a) could be disclosed only without the identity of the listing agent subject to which such measure applies.
3. For the purpose of adopting the measures referred to in paragraph 1, Borsa Italiana assesses the magnitude of the violation taking in to account the following criteria, where applicable:
  - a) the actual and potential impact on the market and the external importance of the violation;
  - b) the size, duration and nature of the violation and the impact on issuer's economic and financial situation;
  - c) how Borsa Italiana became aware of the violation;
  - d) the benefits accrued by the listing agent from the violation;
  - e) listing agent's reaction towards Borsa Italiana's requests and its actual and previous behavior;
  - f) magnitude of fraud or negligence;
  - g) functioning of systems used for internal control and prevention of violations;
  - h) number and magnitude of violations committed previously by the listing agent;
  - i) size of the listing agent and the of group it belongs to;
  - j) the cases in which various provisions are breached or the same provision is breached more than once.

4. The use to which fines are put shall be established on a general basis by Borsa Italiana in an ad hoc measure communicated to Consob and published in a Notice.

**Article 2.3.10**  
**(Procedure for verifying violations)**

1. In order to apply the measures referred to in Article 2.3.9, the procedure described in this article shall be initiated within one year of the presumed violation or of the later date on which Borsa Italiana learned of the presumed violation. In the latter case the procedure described in this article may not be initiated after three years have elapsed from the date of the presumed violation.
2. For the purpose of applying measures referred to in Article 2.3.9, paragraph 1, letters b), c) and d) Borsa Italiana sends the listing agent concerned a notification:
  - a) containing a description of the alleged violation;
  - b) setting a time limit of not less than 15 days within which a written brief may be submitted and possibly a request for a hearing in which to examine the question jointly.
3. The notification referred to in paragraph 2 may indicate the measure Borsa Italiana intends to apply. In such case, if the time limit referred to in paragraph 2(b) expires without the listing agent having submitted a written brief or requested a hearing, Borsa Italiana shall apply the measure indicated in the notification.
4. If the listing agent requests a hearing in which to examine the question jointly or if Borsa Italiana considers such a hearing to be necessary, Borsa Italiana shall establish the date for the hearing and inform the listing agent accordingly. The listing agent shall be represented in the meeting either by its legal representative or by a person appointed for the purpose, being allowed to be assisted by a lawyer of its choice. If the listing agent fails to attend the hearing without due cause, Borsa Italiana shall proceed on the basis of the evidence collected up to that time. At the end of the hearing, at the request of the interested party, Borsa Italiana may set a new time limit of not less than 10 days for the submission of another written brief.
5. On the basis of the evidence collected as part of the procedure referred to in the preceding paragraphs, Borsa Italiana shall decide within 45 days of the hearing or the subsequent expiry of the time limit for the submission of another written brief as provided for in paragraph 4, or if no such hearing is requested or scheduled by Borsa

Italiana, within 45 days of the expiry of the time limit set pursuant to paragraph 2(b).

6. Decisions adopted pursuant to the preceding paragraph shall be promptly notified to the interested party giving the reasons for the decision.
7. Borsa Italiana shall promptly inform Consob of the initiation of the procedure referred to in this article and of the related decisions, except for the measure referred to in Article 2.3.9, paragraph 1, letter a) that are notified to Consob periodically.

#### ***Article 2.3.11 (Review of measures)***

The listing agent may ask for the review of measure applied pursuant to Article 2.3.9 within 15 days of the notification referred to in respectively Article 2.3.10, paragraph 6 by means of a petition to the Appeals Board established pursuant to Article 7.4.

For the measure referred to in Article 2.3.9, paragraph 1, letter a), the 15 days run from the moment in which the decision is notified to the interested party.

This provision shall not apply to measures referred to in Article 2.3.9, paragraph 5.

#### ***Article 2.3.12 (Disclosure to the public of measures)***

1. Applications of the measures referred to in Article 2.3.9 shall be made public in Notices or via the electronic trading support systems after 15 days have elapsed from the notification of the measure to the interested party without the question being referred to the Appeals Board or, where it has been so referred, after 10 days have elapsed from the notification of the Appeals Board's decision to the parties.
2. At the request of the listing agent, the complete text of the measure shall be made public, possibly together with all the acts of the proceedings, including the decisions of the Appeals Board.

#### ***Article 2.3.13 (Suspension of time limits)***

The time limits referred to in this Title shall be suspended from 1 August to 31 August of each year.

**Article 2.3.14**  
**(Euronext STAR Milan specialists' obligations)**

Insofar as they are compatible the provisions referred to in Articles 2.3.8, 2.3.9, 2.3.10, 2.3.11, 2.3.12 and 2.3.13 shall also apply to Euronext STAR Milan specialists as regards violations of the obligations referred to in Article 2.3.5, paragraphs 1 b) and c).

## Title 2.4

### Applications and admission procedures

#### **Article 2.4.1**

#### **(Applications for admission to listing and application for admission to trading)**

1. The issuer has to make an application for admission to trading separately from the application for admission to listing in the following cases:
  - a) first-time admission on the Euronext Milan and Euronext MIV Milan markets of the financial instruments indicated in Article 2.1.1, paragraph 1, letters from a) to d); and
  - b) admission on the MOT markets of financial instruments of issuers that do not have other financial instruments admitted to trading on regulated markets, other than the cases of admission of bonds issued on the basis of an issue programme as envisaged in Article 2.4.6.

In those cases other than what is envisaged at letters a) and b) hereinabove, the application for admission to trading shall be considered included in the application for admission to listing and both the application are managed in one procedure.

Borsa Italiana shall promptly notify Consob of the request for admission to listing and the request for admission to trading.

2. Without prejudice to the provisions of Article 2.4.7, the application for admission to listing, drawn up in conformity with the model contained in the Instructions, must be submitted to Borsa Italiana by the issuer after approval by resolution of the competent body, in the manner laid down in the Instructions.
3. Applications for admission to listing must be signed by the legal representative of the issuer or a duly authorised person and submitted, jointly by the listing agent in the cases referred to in Article 2.3.1, paragraph 1(a) to the competent office of Borsa Italiana. Borsa Italiana shall notify the issuer and Consob that the application is complete when the documentation referred to in paragraph 2 is complete.

4. For the admission to listing of newly-issued financial instruments that are fungible with respect to those already listed and for newly-issued shares of the same class and with the same features, apart from dividend entitlement, as those already listed, the issuer shall inform Borsa Italiana in the manner and within the time limits specified in the Instructions so that the latter can take the necessary action. The issuer may make use of the market for the distribution of the financial instruments in accordance with Article 2.4.3, paragraph 7 of these Rules.
5. The financial instruments referred to in paragraph 1, of this article may be admitted to trading only after submitting a specific application for admission to trading, prepared on the basis of the model shown in the Instructions and submitted by the issuer, together with the listing agent in the cases indicated in Article 2.3.1, paragraph 1, letter a), in accordance with the terms and conditions indicated in the Instructions themselves. The application has to be signed by the legal representative of the issuer or the other duly authorised person.

#### **Article 2.4.2**

#### **(Procedure for admission to listing and procedure for admission to trading of financial instruments)**

1. Within 30 trading days of the day the documentation to be produced following submission of an application for admission to listing is completed Borsa Italiana after ascertaining satisfaction of the prerequisites for admission to listing, shall resolve and inform the issuer and, if envisaged, the listing agent, of the acceptance or rejection thereof and simultaneously notify the decision to Consob. The admission decision shall be announced in a Notice by Borsa Italiana.
2. The time limit referred to in paragraph 1 may be interrupted by means of a notification from Borsa Italiana where it is found necessary to acquire additional information and documents. In this case the time limit referred to in paragraph 1 for the acceptance or rejection of the application shall start again from the date of receipt of the documentation in question.
3. The efficacy of the admission to listing decision shall expire after 60 trading days, extendable for a further 60 trading days at the request of the issuer, and shall be subject to:

- a) filing of the listing prospectus (which might consist of different documents) with Consob or of the publication in Italy of the prospectus approved by the competent authority of another EU member state in accordance with the applicable provisions of Consob Issuer's Regulation. In the case of open-end AIFs, reference is made to the publication of the prospectus containing the information required pursuant to Article 113-bis of the Consolidated Law on Finance and its implementing provisions; and
- b) in the cases envisaged in Article 2.4.1, paragraph 1, letters a) and b), submission of the application for admission to trading by the deadline indicated in paragraph 4.

4. In the cases envisaged in Article 2.4.1, paragraph 1, letters a) and b), the issuers shall make an application for admission to trading after the approval and notification of admission to listing by Borsa Italiana.

The application for admission to trading has to be submitted as soon as possible and, in any event, no later than one stock market trading day after receipt of the notice mentioned in paragraph 1, under penalty of forfeiture of the admission decision.

Borsa Italiana shall verify satisfaction of the prerequisites for admission to trading and authorise the admission to trading for the financial instruments covered by the previous admission to listing. Borsa Italiana shall also set the starting date of trading and the market segment in which the financial instrument will be traded, while simultaneously giving notice to Consob. The public shall be informed with a Notice by Borsa Italiana. The admission to listing and trading will be completed with the commencement of trading.

5. Borsa Italiana must be promptly informed of any new fact likely to significantly influence the assessment of the financial instruments that occurs in the interval between the date of the admission to listing decision and the date of the start of trading. Borsa Italiana, after evaluating such facts and where necessary for the protection of investors, may revoke its admission to listing decision and simultaneously notify the decision to the issuer and Consob.

6. The procedure described in paragraph 4 of this article shall apply exclusively to the cases envisaged in Article 2.4.1, paragraph 1, letters a) and b). In the other cases, in its decision for admission to listing, Borsa Italiana shall indicate, when envisaged, the segment in which the financial instrument will be traded.

Having verified that the public has been provided with the prospectus, Borsa Italiana shall set the starting date for trading and the market segment in which the financial instrument will be traded, as well as the minimum lot, if envisaged, while simultaneously giving notice to

Consob. The public shall be informed with a Notice by Borsa Italiana. The admission to listing and trading will be completed with the commencement of trading.

#### **Article 2.4.3**

#### ***(Procedure for admission to listing in the case of a rights offering pursuant to Article 2441 of the Civil Code)***

1. Applications for admission to listing may be submitted before a public offering aimed at the distribution of the financial instruments has been effected. In such cases the following requirements shall apply:
  - a) the issuer or the listing agent must inform Borsa Italiana of the results of the offering by the trading day following the date fixed for the closure, early or otherwise, of the offering;
  - b) the financial instruments must be allotted to those having entitlement by the date fixed for the related payment, to be set not later than the fifth trading day following that of the closure of the offering. For financial instruments referred to in Article 4.1.1, paragraph 1, letter c), upon receiving a reasoned request from the issuer, Borsa Italiana may arrange for the payment day to be a different day.
2. Within 30 trading days of the day the documentation to be produced following submission of an application for admission to listing is completed Borsa Italiana after ascertaining satisfaction of the prerequisites for admission to listing, shall resolve and inform the issuer and, if envisaged, the listing agent of the acceptance or rejection thereof and simultaneously notify the decision to Consob. The admission decision shall be announced in a Notice by Borsa Italiana.
3. The time limit referred to in paragraph 2 may be interrupted by means of a notification from Borsa Italiana where it is found necessary to acquire additional information and documents. In this case the time limit referred to in paragraph 2 for the acceptance or rejection of the application shall start again from the date of receipt of the notification in question.
4. The efficacy of the admission to listing decision shall expire after 60 trading days, extendable for a further 60 trading days at the request of the issuer, and shall be subject to:
  - a) filing of the listing prospectus (which might consist of different documents) and, where applicable, an offering prospectus with Consob or of the publication in Italy of the prospectus approved by the competent authority of another EU member state in accordance with the applicable provisions of Consob Issuer's

Regulation. In the case of open-end AIFs, reference is made to the publication of the prospectus containing the information required pursuant to Article 113-bis of the Consolidated Law on Finance and its implementing provisions; and

- b) in the cases envisaged in Article 2.4.1, paragraph 1, letters a) and b), submission of the application for admission to trading by the deadline indicated in paragraph 5.

Limited to shares, in the event of withdrawal of the offer, Borsa Italiana may decide to lapse the provision for admission to listing.

- 5. In the cases envisaged in Article 2.4.1, paragraph 1, letters a) and b), the issuers shall make an application for admission to trading after the approval and notification of admission to listing by Borsa Italiana.

The application for admission to trading has to be submitted as soon as possible and, in any event, no later than one stock market trading day after receipt of the notice mentioned in paragraph 2, under penalty of forfeiture of the admission decision.

- 6. Borsa Italiana shall authorise the admission to trading of the financial instruments covered by the previous admission to listing. Within two days after the date indicated in paragraph 1, letter a), of this article, and after verifying satisfaction of the prerequisites for admission to trading, Borsa Italiana shall resolve on admission or rejection of the application for admission to trading and set the starting date for trading – which will normally be no later than the payment date indicated in paragraph 1 – and the market segment in which the financial instrument will be traded, while giving notice thereof to Consob at the same time. The decision on admission to trading will also specify the segment in which the financial instrument will be traded and the minimum lot, if envisaged. The public shall be informed with a Notice by Borsa Italiana. Contracts made before the payment date shall be conditioned on the successful conclusion of the offer on the payment date of the offer itself. The admission to listing and trading will be completed with the start of trading

- 7. As part of the process for admission to listing and trading of financial instruments the issuer may use the market for the distribution of those instruments, unless Borsa Italiana considers that the characteristics of the transaction do not allow the distribution to be carried out through the system. In such case Borsa Italiana, after verifying that the issuer and the financial instruments satisfy the admission requirements provided by the Rules and the accompanying Instructions, shall admit the issuer and the financial instruments to listing and the related contracts will be concluded by matching buying and sell orders. At the end of the distribution phase, if it is successful and subject to compliance with the requirements laid down in these Rules and the

accompanying Instructions, Borsa Italiana, having verified satisfaction of the prerequisites for admission to trading, shall decide on whether to accept or reject the application for admission to trading and shall establish the date for the start of trading on the market. The application for admission to trading shall be submitted in accordance with the terms and conditions set out in paragraph 5 or in paragraph 9 of this article.

If the issue of financial instruments does not take place because the admission requirements laid down in these Rules and the accompanying Instructions are not satisfied, the admission to listing decision shall cease to be effective and the contracts concluded shall be null and void.

The procedures for distribution via the market shall be established each time by Borsa Italiana in a Notice. To this end the issuer shall inform Borsa Italiana of the name of the intermediary or intermediaries appointed to display quotes for the sale of the financial instruments that are to be issued if it does not intend to perform this task itself. The issuer shall also inform Borsa Italiana of the days on which the distribution is to take place, the price, the day on which the company will decide whether to proceed with the issue, and the single date set for the settlement of the contracts concluded, which normally coincides with the date set for the issue and payment of the financial instruments.

The issuer may, on the basis of defined and transparent criteria, restrict participation in the distribution to certain intermediaries admitted to trading.

Entering, management and cancellation of quotes displayed via the electronic trading systems during the distribution phase follow the relevant provisions provided by the Rules and the accompanying Instructions.

8. Borsa Italiana must be promptly informed of any new fact likely to significantly influence the assessment of the financial instruments that occurs in the interval between the date of the admission to listing decision and the date of the start of trading. Borsa Italiana, after evaluating such facts and where necessary for the protection of investors, may revoke the admission to listing decision and simultaneously notify the decision to the issuer and Consob.
9. Paragraphs 5 and 6 of this article shall apply exclusively in the cases envisaged in Article 2.4.1, paragraph 1, letters a) and b). In the other cases, the application for admission to trading shall be considered included in the application for admission to listing, in accordance with the terms and conditions indicated in the Instructions themselves. Moreover, in its decision for admission to listing, when envisaged,

Borsa Italiana shall indicate the segment in which the financial instrument will be traded.

Upon conclusion of the offering and having verified satisfaction of the prerequisites for admission to trading, Borsa Italiana shall set the starting date for trading – which will normally be no later than the payment date indicated in paragraph 1 – and the market segment in which the financial instrument will be traded, as well as the minimum lot, if envisaged, while simultaneously giving notice to Consob. The public shall be informed with a Notice by Borsa Italiana. Contracts made before the payment date shall be conditioned on the successful conclusion of the offer on the payment date of the offer itself. The admission to listing and trading will be completed with the start of trading.

#### **Article 2.4.4**

#### **(Procedure for admission to listing in the case of a rights offering pursuant to Article 2441 of the Civil Code.)**

1. Applications for admission to listing of a financial instrument by an issuer having other instruments already listed may be submitted before a rights offering pursuant to Article 2441 of the Civil Code is effected. In such cases the issuer must undertake to:
  - a) inform Borsa Italiana of the results of the rights offering as soon as they are available;
  - b) make available the financial instruments subscribed to those having entitlement within the time limits established in the rules of the related CSDs.
2. Within 30 trading days of the day the documentation to be attached to the application is completed Borsa Italiana shall resolve and inform the issuer of the acceptance or rejection thereof and simultaneously notify the decision to Consob. The admission to listing decision shall also establish the market in which the financial instrument is to be traded and the minimum lot, if envisaged.
3. The time limit provided for in paragraph 2 of this article may be interrupted by means of a notification from Borsa Italiana where it is found necessary to acquire additional information and documents. In this case the time limit provided for in paragraph 2 for the acceptance or rejection of the application shall start again from the date of receipt of the notification in question.
4. The efficacy of the admission to listing decision shall expire after 60 trading days, extendable for a further 60 trading days at the request of the issuer, and shall be subject to filing of the prospectus with

Consob and its being made available to the public in the manner established in Consob Issuer's Regulation.

5. The issuer shall inform the public of the admission decision in the notice to be published for the purposes of the rights offering.
6. The admission procedure shall be completed when Borsa Italiana, after examining the results of the offer and the availability of the financial instruments within the time limits referred to in paragraphs 1(a) and 1(b), establishes the date for the start of trading and the market segment in which the financial instrument is to be traded. The public shall be informed by means of a Notice.

***Article 2.4.5***  
***(Negotiable rights)***

Borsa Italiana, on the occasion of capital operations carried out by an issuer of listed financial instruments that give rise to negotiable subscription or allotment rights or any other comparable negotiable rights, shall provide, in accordance with the methods set out in the Instructions, for the admission to trading of such rights, establishing on a case-by-case basis the arrangements and time limits for trading and settlement and communicating them to the market in a Notice.

***Article 2.4.6***  
***(Procedure for the admission to listing of bonds and ETC/ETN issued under an issue programme)***

1. Issuers who intend to implement or have implemented an issue programme for bonds and ETC/ETN shall apply to Borsa Italiana for a declaration of admissibility to listing of the financial instruments to be issued under the programme. Borsa Italiana shall issue the declaration within 30 trading days of the date the documentation to be attached to the application is completed where the issuer satisfies the conditions and requirements laid down in these Rules for issuers of bonds and ETC/ETN and the characteristics of the instruments do not conflict with the provisions of these Rules. The declaration of admissibility shall be announced in a Notice.
2. Issuers who intend to add to an issue programme that Borsa Italiana has declared to be admissible with additional securities notes shall apply for a declaration of admissibility to listing of the financial instruments that are the subject of such additional securities notes. Borsa Italiana shall issue the declaration within the time limit specified in paragraph 1.

3. Issuers who modify the characteristics of the financial instruments that Borsa Italiana has declared to be admissible, shall apply for confirmation of the clearance. Borsa Italiana shall periodically check that no events, such as changes to its rules or special needs related to the operation of the market, have intervened since the adoption of the declaration of admissibility that would require the declaration of admissibility to be updated. In such cases Borsa Italiana shall promptly inform the issuer, which shall apply for a confirmation of the declaration according to the model form provided for in the Instructions. Borsa Italiana shall respond within 20 open market days of the submission of the application with all the prescribed documentation.
4. The effectiveness of the declaration of admissibility referred to in paragraph 1 and any confirmation of the same referred to in paragraph 3 shall be subject to Consob authorising publication of the prospectus within 6 months or to the publication in Italy of the prospectus approved by the competent authority of another EU member state in accordance with the applicable provisions of Consob Issuer's Regulation.
5. In order to gain admission to listing of bonds and ETC/ETN issued under a programme, issuers shall submit an application for admission to listing to Borsa Italiana in accordance with Article 2.4.1, together with the supplementary notice of the programme. Within 5 trading days of the date the documentation to be attached to the application is completed, Borsa Italiana, after ascertaining that the prospectus and any supplements have been made available to the public and that the conditions and requirements established in these Rules concerning the bonds and ETC/ETN are satisfied, shall decide and notify the admission to listing decision to the issuer and Consob. Such time limit is of 20 trading day for the financial instruments for which the admission to listing is requested on the ETFplus market. The admission to listing decision shall also establish the market in which the financial instrument is to be traded and the minimum lot.
6. Borsa Italiana shall establish the date of the start of trading and the market segment in which the financial instruments are going to be traded in a Notice as soon as it has ascertained that the supplementary notice of the programme has been published while simultaneously giving notice to Consob. The admission to listing and trading will be completed with the start of trading.
7. Borsa Italiana may send a notification interrupting the time limits referred to in paragraphs 1 and 5 if it is found necessary to acquire new information and documentation. In such case the time periods provided for shall start to run again from the date of receipt of the documentation.

#### **Article 2.4.7**

##### **(Admission to listing of securities issued or guaranteed by States or issued by public international bodies of which one or more EU member states are members)**

1. The decree providing for the issue of securities issued by the Italian Republic shall serve as application for admission to listing by the Ministry for the Economy and Finance.
2. Borsa Italiana shall arrange admission for the securities for which it receives the related issue decree.
3. Borsa Italiana, upon notification of the result of the auction, shall establish the date for the start of trading in the securities of each issue, which shall be the day after that of the auction unless the issuer requests otherwise, and announce it in a Notice.
4. For securities issued or guaranteed by the Italian Republic that are placed by means of a procedure other than an auction, Borsa Italiana reserves the right to establish, taking into account the nature of the instrument, a listing procedure that will permit a prompt start of trading.
5. For securities issued or guaranteed by other EU member states or by non-EU countries or issued by public international bodies of which one or more EU member states are members, Borsa Italiana reserves the right to establish, taking into account the nature of the instrument and after verifying that the distribution among non-professional investors and/or professional investors is sufficient to meet the need for regular operation of the market, a listing procedure that will permit a prompt start of trading.

#### **Article 2.4.8**

##### **(Procedure for the admission to trading of instruments referred to in Article 2.1.2, paragraph 3)**

1. Persons referred to in Article 2.1.2, paragraph 3, shall submit an application to Borsa Italiana for admission to trading drawn up in accordance with the model in the Instructions.
2. Within 5 trading days of the day on which the application is completed, Borsa Italiana, having verified that the conditions and requirements applicable to the instruments are satisfied, shall adopt the admission to trading decision, which shall be notified to the applicant and to Consob and announced in a Notice. The admission to

trading decision shall also establish the minimum lot, if envisaged, and the trading.

Borsa Italiana may interrupt the time limit of 5 days once by means of a notification where the applicant fails to supply the additional information and data requested. In this case the time limit of 5 days for the acceptance or rejection of the application shall start again from the date of receipt of the documentation in question. The Notice shall establish the date of the start of trading.

## Title 2.5

### Suspension and revocation

#### **Article 2.5.1** **(Suspension and revocation)**

1. Borsa Italiana may:
  - a) suspend the trading of a financial instrument where the regularity of the market for the instrument is temporarily not guaranteed or risks not being guaranteed or where this is necessary to protect investors;
  - b) revoke the listing and trading of a financial instrument in the event of a prolonged lack of trading or where it deems that owing to special circumstances it is not possible to maintain a normal and regular market for such instrument.
2. For the purposes of the suspension of trading referred to in the preceding paragraph, Borsa Italiana shall refer primarily to the following elements:
  - a) the dissemination or lack of dissemination of information that may affect the regular operation of the market;
  - b) the adoption of a resolution reducing the share capital to zero and simultaneously increasing it above the legal limit;
  - c) the involvement of the issuer in insolvency proceedings;
  - d) the liquidation of the issuer;
  - e) an adverse opinion by the statutory auditor or the statutory auditing company or a disclaimer rendered by the statutory auditor or the statutory auditing company for two consecutive financial years.
3. If, while the trading of a financial instrument is suspended, material changes occur in the profits and losses, assets and liabilities or financial position of the issuer, Borsa Italiana may, exclusively for the purpose of protecting investors, make revocation of the suspension decision subject to special conditions that it deems appropriate pursuant to the powers of Borsa Italiana referred to in Article 2.1.2 of the Rules and that are explicitly notified to the issuer.
4. In the event of companies with control over companies established and regulated under the laws of non-EU countries, companies subject to direction and coordination by another company and financial

companies with equity composed exclusively of equity investments, Borsa Italiana may suspend the listing of the company's shares if the company must not comply with the admission requirements established in Title VI of the Consob Markets Regulation.

5. For the purposes of the revocation of listing and trading referred to in paragraph 1, Borsa Italiana shall refer primarily to the following elements:

- a) the average daily turnover in the market and the average number of securities traded over a period of at least eighteen months;
- b) the frequency of trading in the same period;
- c) the distribution among the public of the financial instruments in terms of value and number of holders;
- d) the involvement of the issuer in insolvency proceedings;
- e) an adverse opinion by the statutory auditor or the statutory auditing company or a disclaimer rendered by the statutory auditor or the statutory auditing company for two consecutive financial years.
- f) the liquidation of the issuer;
- g) suspension from trading for a period of more than 18 months.

6. Where there is a purchase obligation pursuant to Article 108, paragraphs 1 and 2, of the Consolidated Law on Finance, the securities that are the subject of the legal purchase obligation shall be delisted and withdrawn from trading as of the trading day following the last day for the payment of the consideration, unless the person under the obligation pursuant to Article 108, paragraph 1, of the Consolidated Law on Finance has declared that he intends to restore the free float. Where the conditions referred to in Article 111 of the Consolidated Law exist, the securities that are the subject of the legal purchase obligation shall be suspended and/or delisted and withdrawn from trading, taking into account the timetable for the exercise of purchase right. Borsa Italiana shall notify the market the date of the revocation appropriately in advance.

In the case referred above, moreover, Borsa Italiana may at the same time revoke the listing and trading of all the non-voting shares, where there is an offer for all these shares, taking into account the value of their remaining free float.

7. The listing and trading of convertible bonds, warrants, ETC/ETN and other comparable financial instruments may be revoked if the underlying assets cease to be listed.

8. Borsa Italiana shall establish in the Instructions the methods for revoking the listing of financial instruments which have a limited life or which are all converted into or exchanged for another financial instrument as a result of corporate operations.
9. Borsa Italiana shall notify the market, as well as the issuer, when the official prices of the shares are below the minimum threshold identified in the Instructions. Borsa Italiana may order the suspension from trading of the shares if this situation continues for a continuous period of six calendar months.
10. Borsa Italiana may order the suspension from trading of shares if an issuer intends to carry out an extraordinary transaction which could result in a theoretical share price below the minimum threshold identified in the Instructions. This price shall be calculated, according to generally accepted principles of financial equivalence, based on the terms of the transaction communicated to the market.
11. Borsa Italiana can order the suspension from trading of the shares if an issuer intends to carry out an indivisible share capital increase that is not secured by subscription guarantees.

***Article 2.5.2***  
***(Revocation procedure)***

1. For the purpose of adopting the revocation measures referred to in Article 2.5.1, paragraph 5, Borsa Italiana shall send the issuer a written notification setting out the elements that constitute the grounds for revocation and establishing a time limit of not less than 15 days for the submission of written briefs.
2. In such briefs the issuer may request a hearing. Borsa Italiana may also request a hearing where it deems this to be necessary. The hearing shall be attended by the legal representative of the issuer or a person specifically appointed. Where the issuer fails to attend the hearing without good reason, Borsa Italiana shall proceed on the basis of the elements in its possession.
3. Borsa Italiana shall decide within 60 days of the transmission of the notification referred to in paragraph 1.
4. The time limit of 60 days may be interrupted once by means of a notification from Borsa Italiana where it considers it necessary to request additional data and information on significant events that occur after the start of the revocation procedure. In this case the time limit of 60 days shall start again from the date of receipt of the documentation requested.

5. The start of the revocation procedure shall be immediately notified to Consob.
6. The time limits referred to in this article shall be suspended from 1 August to 31 August of each year.

***Article 2.5.3  
(Publicy)***

The adoption of suspension or revocation measures under the provisions of this Title shall be promptly announced in a Notice. Suspension measures and the revocation measures referred to in Article 2.5.1, paragraphs 5, 6 and 7, shall also be promptly notified to the issuer and Consob.

***Article 2.5.4  
(Delisting of bonds upon reque)***

1. The delisting of bonds from the Stock Exchange shall be subject to the occurrence of the following conditions:
  - a) lack of trading for at least 18 months;
  - b) a residual outstanding amount of the loan of less than 2.5 million euros or the equivalent thereof;
  - c) less than 200 holders for bonds issued by non-bank issuers;
  - d) an undertaking by the issuer, valid at least until the date of delisting referred to in paragraph 4, to purchase, directly or by engaging another person, the bonds in circulation at the request of their holders.

At the request of the issuer, Borsa Italiana may waive the condition of subparagraph a) if the request is sent following a total-acquisition tender offer.

2. Issuers may also apply for the delisting of bonds from the Stock Exchange if the following conditions occur:
  - a) the issuer possesses all the financial instruments;
  - b) they were not traded in the two sessions preceding the date of the application for their delisting;
  - c) an undertaking by the issuer guaranteeing there will be no trading until the delisting date established by Borsa Italiana.
3. For the purpose of the delisting of bonds from the Stock Exchange, issuers shall send Borsa Italiana a written application, signed by their

legal representative, drawn up in accordance with the models in the Instructions and accompanied by the documentation specified therein.

4. Borsa Italiana, having received a delisting application from an issuer and made the necessary checks, within 5 trading days of receiving the application, complete with the necessary documentation, shall delist the bonds and indicate the date from which the delisting shall be effective. The measure adopted by Borsa Italiana shall be promptly announced in a Notice, which shall be transmitted to the issuer. In the case provided for in paragraph 1, at least 60 days shall pass from the publication of the Notice to the actual delisting.

***Article 2.5.5***  
***(Delisting upon request)***

1. For the purpose of delisting provided for in Article 133 of the Consolidated Law on Finance, Italian issuing companies with shares listed on the Euronext Milan or Euronext MIV Milan market shall send Borsa Italiana a written request drawn up in conformity with the model contained in the Instructions and signed by the legal representative.
2. Issuing companies must attach the following documentation to the request for delisting referred to in the preceding paragraph:
  - a) the resolution of the extraordinary shareholders' meeting to request delisting;
  - b) declaration of admission to listing on another regulated market in Italy or another EU country;
3. Borsa Italiana, within 10 days of the submission of the request referred to in the paragraph 1, complete with the necessary documentation, shall arrange for the delisting, specifying the date thereof. The measure adopted by Borsa Italiana shall be promptly announced in a Notice, which shall be transmitted to the issuer. The period between the publication of the Notice and the actual exclusion from trading is at least one month.
4. Fifteen days before the date set for delisting, the issuer shall remind the public of the imminent delisting by publishing a notice in the manner laid down in Article 2.7.1, paragraph 1.

**Article 2.5.6**  
**(Delisting upon request of foreign issuers)**

1. Issuers established under foreign law with shares traded on the stock exchange shall send Borsa Italiana a written request for the delisting of their financial instruments drawn up in conformity with the model contained in the Instructions and signed by the legal representative and attach the following documentation:

- a) resolution of the competent body that requested the delisting;
- b) declaration attesting admission to listing for at least 12 months on another European regulated market or on another non-European market with equivalent characteristics, where there is a sufficient level of liquidity.

Where a non-European market is involved, adequate safeguards for investors must also be ensured, with Borsa Italiana being able to request for a legal opinion in this regard.

Borsa Italiana shall transmit a Notice announcing receipt of the request.

2. Borsa Italiana, within 10 days of the submission of the request referred to in the paragraph 1, complete with the necessary documentation, shall arrange for the delisting, specifying the date thereof. The measure adopted by Borsa Italiana shall be promptly announced in a Notice, which shall be transmitted to the issuer. The period between the publication of the notice and the actual exclusion from trading is at least 45 days.

3. The provisions of Article 2.5.5, paragraph 4, shall apply.

**Article 2.5.7**  
**(Voluntary renouncement of STAR status)**

1. Issuers must inform the market without delay and in the manner specified in Article 2.7.1, paragraph 1, of the decision adopted by the competent body to request the withdrawal of STAR status and explain the reasons for the decision. The application for voluntary renouncement, drawn up in conformity with the model set out in the Instructions, shall be signed by the company's legal representative and give the reasons for the request.
2. Borsa Italiana shall order the withdrawal of STAR status, having determined that the conditions referred to in Article 2.2.3 paragraph 12 of the Rules apply and, if this is the case, having noted this in the related measure.
3. In the aforementioned event, for the readmission to the Euronext STAR Milan segment, Borsa Italiana shall apply the rules established in Article 2.2.3 paragraph 12, last sentence.

4. Borsa Italiana shall establish the procedures and the time limits for the withdrawal of STAR status in the Instructions.

**Article 2.5.8**

**(Delisting upon request from the ETFplus market)**

1. The delisting from the ETFplus market is governed by Notice 6-07 "Administration of corporate and/or securities events, other continuing obligations and conditions for removal for ETCs, ETFs and ETNs admitted to trading on a Euronext Market".

## Title 2.6

### Obligations of issuers

#### **Article 2.6.1**

#### **(Relationships with issuers of listed financial instruments)**

1. Issuers of listed financial instruments must provide Borsa Italiana with all the information the latter deems necessary, on a case-by-case or a general basis, to ensure the proper operation of the market. Borsa Italiana S.p.A. undertakes to ensure the confidentiality of any inside information communicated to it.
2. To the same end as specified in paragraph 1, Borsa Italiana may require issuers to disseminate data and news needed to inform the public in accordance with the procedures and time limits it shall establish. Where an issuer fails to comply with the requirement, Borsa Italiana, after hearing the issuer, may diffuse such information, except where the issuer invokes the decision to delay the public disclosure pursuant to Article 114(3) of the Consolidated Law on Finance or claims, by means of a reasoned complaint to Consob, that disseminating the information is likely to cause it serious harm.
3. In the exercise of the powers referred to in paragraphs 1 and 2 Borsa Italiana shall cooperate with Consob to avoid the duplication of requests made to issuers.
4. Issuers of listed financial instruments shall notify the name of the person to whom requests for information referred to in this article are to be sent and that of his or her substitute to Borsa Italiana, using the form annexed to the Instructions.

#### **Article 2.6.2**

#### **(Disclosure requirements)**

1. Issuers are required to:
  - a) inform Borsa Italiana, where they have obtained the admission to listing of shares, of every change in the amount or composition of their issued share capital with the procedures and time limits established in the Instructions.
  - b) send Borsa Italiana, within 30 days of the end of the previous financial year, the annual calendar of corporate events giving the dates or periods established for:

- the meeting of the competent body called to approve the annual financial report;
- the meeting of the competent body called to approve the half-yearly financial report;
- any meetings<sup>14</sup> of the competent body called to approve the additional periodic financial information pursuant to Article 154-ter of the Consolidated Law on Finance, specifying, where relevant, the corresponding information;
- any meetings of the competent body called to approve preliminary data;
- any presentations of accounting data to financial analysts.

Issuers must send Borsa Italiana any subsequent changes to the information contained in the annual calendar and, if the latter is presented in the form of intervals, the dates established for the events as soon as they are decided.

- c) include in the notice relating to the approval of the proposed dividend distribution by the competent body, as well as in the notice announcing the approval of the annual accounts, the proposed date for the coupon-detachment (ex date), the date proposed for the entitlement to the dividend payment under article 83-terdecies of the Consolidated Law on Finance (record date), the date proposed for the dividend payment (payment date) and the extraordinary character of the dividend, as defined in the Instructions, where applicable;
- d) send Borsa Italiana, in the interest of orderly trading, all the other information specified in the Instructions.

2. The communications referred to in paragraph 1 shall be made public in the manner referred to in Article 2.7.1, paragraph 1.

3. Without prejudice to the disclosure requirements referred to in the preceding paragraphs, insofar as they are compatible, AIFs shall promptly notify Borsa Italiana of:

- a) any change in the information contained in the documentation submitted to Borsa Italiana with its listing application as specified in the Instructions;

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<sup>14</sup> It is understood that the STAR companies have the obligation to publish additional periodic financial information pursuant to Article 2.2.3, paragraph 3, letter a) and therefore the calendar of corporate events should include the relevant meetings of the competent body.

- b) the adoption of any measure temporarily suspending the subscription or redemption of the units/shares of the financial instruments;
- c) any proposal to modify the manner of operation of a financial instrument submitted for examination by the competent authorities, including its transformation, merger, spin-off, dissolution and liquidation, or the adoption of any measure for handling crises in accordance with the Consolidated Law on Finance or the corresponding applicable provisions of foreign law. It is understood that the disclosure requirements of the issuers towards Borsa Italiana be satisfied consistently with the applicable regulatory framework;
- d) the fixing of dates for the payment of dividends (specifying the ex-date, the record date and the payment date) and the amount thereof; exclusively in the case of non-ETF AIFs such dates must be fixed in accordance with Article 2.6.6, paragraph 3;
- e) the fixing of dates for splits or reverse splits; such dates must be fixed in accordance with Article 2.6.6, paragraph 1;
- f) exclusively for non-ETF AIFs that provide for the possibility of subsequent issues and early redemptions in the manner laid down in Article 2.7.1: for the duration of the reopening period, the number of new subscriptions and the number of units for which redemption has been applied for, every fifteen days and, at the end of the reopening period, the total number of the circulating units as soon as such total number is available.

4. Without prejudice to the disclosure requirements set out in the preceding paragraphs to the extent compatible, issuers of financial instruments admitted to trading on the ETFplus market shall disclose the information contained in Notice 6-07 "Administration of corporate and/or securities events, other continuing obligations and conditions for removal for ETCs, ETFs and ETNs admitted to trading on a Euronext Market".
5. Issuers whose applications for admission to listing are being examined shall send Borsa Italiana the notices concerning the offering that are to be published in daily newspapers for dissemination.
6. Borsa Italiana shall specify in the Instructions the information that issuers are required to prepare in English.
7. Companies with control over companies established and regulated under the laws of non-EU countries notify the market - on the occasion of the approval of the annual report - submitting a declaration of the management body in the director's report concerning the compliance with the conditions for listing referred to in Article 15 of the Consob

Markets Regulation, letters a), b) and c), point i). The supervisory body notifies Borsa Italiana without delay what provided regarding the administrative accounting system referred to in Article 15, paragraph 1, letter c, ii), of the Consob Markets Regulation.

8. Companies subject to direction and coordination by another company notify the market - on the occasion of the approval of the annual report - submitting a declaration of management body in the director's report concerning the compliance with the conditions for listing referred to in Article 16 of the Consob Markets Regulation.
9. Financial companies with equity composed exclusively of equity investments notify the market - on the occasion of the approval of the annual report - submitting a declaration of management body in the director's report concerning the compliance with the conditions for listing referred to in Article 17 of the Consob Markets Regulation.
10. Companies that shall adapt to the conditions referred to in Articles 15 ss. of the Consob Markets Regulation, following the transitional provisions, notify Borsa Italiana the declarations referred to in paragraphs 10 and 11 of this Article within the timing foreseen for the adaptation.
11. Without prejudice to the provisions of Articles 2.2.4, 2.2.5, paragraph 5, and 2.2.20, paragraph 2, issuers of shares represented by certificates and the guarantors of issues of bonds must comply with the same disclosure requirements vis-à-vis Borsa Italiana as, under the laws and regulations in force, issuers of financial instruments admitted to listing.
12. Where the creditworthiness of an issuer and an individual issue has been rated by a local or international credit rating agency, the ratings, if public, must be announced to the market, together with the information specified in the Instructions for admission, in the manner laid down in Article 2.7.1, paragraph 1. The issuer shall also undertake to announce any change in such ratings in the same manner.
13. In the case of Green Bonds, Social Bonds, Sustainability Bonds, the use of the proceeds for projects of environmental and/or social nature must be communicated by the issuers at least once a year. This communication and any deviation from the use of the proceeds for projects of environmental and/or social nature must be communicated to Borsa Italiana and to the public respectively, without delay, according to the methods stated in article 2.7.1. In case of failure of the annual communication of this information by the issuers, Borsa Italiana shall delete the indication of the financial instruments from the relevant section of Borsa Italiana website dedicated to Green Bonds, and/or Social Bonds, Sustainability Bonds. In case of Green Bonds and Sustainability Bonds, any significant changes or events to

the transition plans aimed at making the issuer's activities more sustainable must be communicated and, in the case of Sustainability-Linked Bonds, any changes to the financial and/or structural characteristics of the issued bond deriving from the failure to achieve the pre-defined sustainability objectives must be communicated. This communications must be communicated without delay to Borsa Italiana and to the public according to the method stated in Article 2.7.1.

14. In the case of foreign issuers, Borsa Italiana may establish that the communications referred to in the preceding paragraphs and those required in accordance with the Instructions are not necessary if equivalent information has been made available to the public under the rules applicable in the country of origin.

### **Article 2.6.3**

#### **(Additional requirements for companies admitted on the Professional Segment of the Euronext MIV Milan market)**

1. Companies admitted on the Professional Segment of the Euronext MIV Milan market must comply with the following disclosure requirements in addition to those deriving from the application of Article 2.6.1 et seq.:
  - a) when they publish periodic financial information, issuers shall publish the updated investment strategy or policy and the state of its implementation in the manner specified in Article 2.7.1, paragraph 1;
  - b) in the event of the replacement of members of the management body, managers and persons with investment mandates referred to in Article 2.2.37, paragraph 5, issuers shall promptly send a press release to the market in the manner laid down in Article 2.7.1, paragraph 1, explaining how the requirements provided for are satisfied;
2. At least three member of the management body and managers, and in any case all the persons who have investment mandates, must have had a total of at least three years experience in the strategic management of investments of the same size and type as those of the company.
3. An adequate number of directors must satisfy the independence requirements of the Corporate Governance Code. To this end consideration is given to the criteria established by Borsa Italiana in the Instructions for obtaining STAR status as regards the adequacy of the number of independent directors referred to in Article 2.2.3, paragraph 3 (m).

4. Companies admitted on the Professional Segment of the Euronext MIV Milan market must send Borsa Italiana a declaration by their board of directors attesting compliance with Article 2.2.37, paragraph 6, on the occasion of the approval of the annual financial statements.

#### **Article 2.6.4**

#### **(Additional obligations of issuers that exercise or have exercised the option referred to in Article 1(120) of Law 296/2006)**

1. In the event of exercise of the irrevocable option referred to in Article 1(120) of Law 296/2006, issuers shall promptly send a press release to the market in the manner laid down in Articles 2.7.1, paragraph 1.
2. Issuers that adopt the qualification SIIQ shall promptly send a press release to the market in the manner laid down in Articles 2.7.1, paragraph 1.
3. When they publish half-yearly reports and draft annual accounts, issuers that have adopted the qualification SIIQ shall verify fulfilment of the obligations laid down in tax rules to maintain such qualification. In the event of non-fulfilment of the obligations laid down in tax rules to maintain the qualification of SIIQ, the issuer shall promptly send a press release to the market in the manner laid down in Articles 2.7.1, paragraph 1, giving the reasons for non-fulfilment of the obligations to maintain the qualification and the consequences thereof.
4. SIIQs that cease to benefit from the special regime referred to in Article 1(119) et seq. of Law 296/2006 shall promptly send a press release to the market in the manner laid down in Articles 2.7.1, paragraph 1.

#### **Article 2.6.5**

#### **(Communication of price-sensitive information)**

1. Borsa Italiana may establish in the Instructions the manner of presenting and the minimum content on the most common types of inside information pursuant to Article 7 of Regulation (EU) 596/2014 with which issuers must comply, except in special circumstances, in order to increase the clarity and standardisation of the press releases issued under Article 17, of Regulation (EU) no. 596/2014 and with reference to the information set out in article 78-bis of the Consob Issuer's Regulation.
2. The provisions of the Instructions referred to in paragraph 1 shall be submitted to Consob for approval prior to their adoption.

### **Article 2.6.6**

#### **(*Obligations of issuers in the event of operations affecting trading in financial instruments*)**

1. In the event of operations, other than the payment of dividends, involving the detachment of coupons representing rights from listed financial instruments or splits or reverse splits of financial instruments, issuers must make the start of such operations coincide with one of the coupon-detachment days established by Borsa Italiana in the market calendar and comply with the related requirements laid down in the Instructions.
2. Issuers must fix a record date according to article 83-terdecies of Consolidated Law on Finance for the purpose of dividend payment coinciding with the first settlement day following one of the coupon-detachment days in the calendar specified in the Instructions and comply with the related constraints and requirements laid down therein. Shares on which a dividend is to be paid shall be traded *ex*, *i.e.* without the right to the dividend, from the coupon-detachment date preceding by one settlement day the date fixed for the record date. The payment date is established by the issuer in the manner that the date coincides with the trading day following the record date, except in case of particular circumstances notified to the market by the issuer which are inherent the nature of dividend (for example, where the possibility is foreseen for the persons entitled to the dividend payment, to opt for a payment in shares, instead of cash payment, the so-called script dividend) or have an impact on the timing of the dividend payment (e.g. payment in different tranches) or are due to the fact that the instrument is traded on more than one market.
3. Issuers of units of AIFs must fix a record date according to article 83-terdecies of Consolidated Law on Finance for the purpose of payment of operating profits coinciding with the first settlement day following one of the coupon-detachment days in the calendar specified in the Instructions and comply with the related requirements laid down therein. The payment date is established by the issuer in the manner that the date coincides with the settlement day following the record date, except in case of particular circumstances notified to the market by the issuer that could affect the timing of the payment of the income (e.g. payment in different tranches) or are due to the fact that the instrument is traded on more than one market.
4. In the event of Capital increases having a strong dilutive effect, the Issuer must make the financial instruments, originating from exercise of the option rights, available on each day of the period of offering of

the capital increase, starting from the moment when the option rights are entered to the securities account of the Central Securities Depositary Service, and in a manner permitting the CSD Service to manage exercise of rights on each day of the offering period.

**Article 2.6.7**  
**(Manner of acquiring own shares in the market)**

1. Pursuant to Articles 132 of the Consolidated Law on Finance and 144-*bis* of Consob Regulation 19971/1999, purchases of own shares in the market by companies with shares listed on the stock exchange shall be made in accordance with the trading methods and hours established in Article 4.3.1 of these Rules.
2. For purchases of issuers' own shares referred to in paragraph 1, it is excluded the use of methods referred to in Article 4.3.6, of the Rules.
3. In the case of purchases of own shares by companies with shares listed on the stock exchange by means of the purchase or sale of derivatives traded on Euronext Derivatives Milan market, the trading methods referred to in Article 5.3.1 and the disclosure obligations specified in the Instructions shall apply.
4. The provisions of the Instructions referred to in the previous paragraph shall be submitted to Consob for approval prior to their adoption.
5. The committed cross and internal cross order referred to in Article 5.3.5, paragraphs 1 and 2 may not be used for the purchase or sale of derivatives referred to in paragraph 3.
6. The provisions of the preceding paragraphs shall also apply to purchases of shares made in accordance with Article 2359-*bis* of the Civil Code by a subsidiary.

**Article 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)**

1. Persons who intend to make an offer to buy or exchange financial instruments listed on the Stock Exchange shall notify Borsa Italiana of the proposed duration of the tender offer and indicate any special requirements; they shall attach a draft of the offer document to the notification and indicate whether they intend to collect acceptances in the market.

2. Borsa Italiana shall verify that the duration proposed by the offeror is in the interests of investors, taking account especially of technical deadlines relative to financial instruments giving the right to buy or sell the financial instruments that are the subject of the offer and of the timetable for the disclosure of corporate information.
3. Upon completing the verification, Borsa Italiana shall notify its acceptance of the duration to the offeror in good time.
4. Insofar as it is compatible, this article shall apply to persons subject to the obligation referred to in Article 108 of the Consolidated Law on Finance.

***Article 2.6.9***  
***(Verification activity)***

1. For the purpose of verifying compliance with these Rules and the accompanying Instructions and, more generally, in order to ensure the performance of its functions of organising and managing the markets, Borsa Italiana may:
  - a. request issuers to provide all the necessary information and documents;
  - b. convoke the representatives of issuers to clarify specific conduct or situations.
2. Where evidence is found of presumed violations of these Rules or the accompanying Instructions, Borsa Italiana, after acquiring appropriate substantiating elements, decides whether, in its opinion, a violation has been or has not been objectively completed and, if so, it adopts any of the measures referred to in Article 2.6.10, after it started the procedure referred to in Article 2.6.11, when applicable.

***Article 2.6.10***  
***(Measures against issuers)***

1. Without prejudice to Article 2.3.1, paragraph 1(b), where there is a violation of these Rules or the accompanying Instructions, including the case of issuers hindering the verification activity referred to in Article 2.6.9, Borsa Italiana may apply one or more of the following measures against the issuers in question:
  - a) a written warning to observe the Rules and accompanying Instructions;
  - b) a written censure;

- c) a fine of between 5,000 and 500,000 euros.
2. The measures provided for in the preceding paragraph may be made public as described in Article 2.6.13 where Borsa Italiana is of the opinion that this is deemed necessary and appropriate for the purpose of market protection. Borsa Italiana may disclose to the public the measure and the description of the violation without specifying the identity of the perpetrator, when this is deemed sufficient in order to ensure market protection. The measure referred to in paragraph 1, letter a) could be disclosed only without the identity of the issuer subject to which such measure applies.
3. For the purpose of adopting the measures referred to in paragraph 1, Borsa Italiana assesses the magnitude of the violation taking into account the following criteria, where applicable:
  - a) the actual and potential impact on the market and the external importance of the violation;
  - b) the size, duration and nature of the violation and the impact on issuer's economic and financial situation;
  - c) how Borsa Italiana became aware of the violation;
  - d) the benefits accrued by the issuer from the violation;
  - e) issuer's reaction towards Borsa Italiana's requests and its actual and previous behavior;
  - f) magnitude of fraud or negligence;
  - g) functioning of systems used for internal control and prevention of violations;
  - h) number and magnitude of violations committed previously by the issuer;
  - i) size of the issuer and the group it belongs to;
  - j) the cases in which various provisions are breached or the same provision is breached more than once.
4. The use to which fines are put shall be established on a general basis by Borsa.

***Article 2.6.11***  
***(Procedure for verifying violations)***

1. In order to apply the measures referred to in Article 2.6.10, the procedure described in this article shall be initiated within one year of the presumed violation or of the later date on which Borsa Italiana learned of the presumed violation. In the latter case the procedure

described in this article may not be initiated after three years have elapsed from the date of the presumed violation.

2. For the purpose of applying measures referred to in Article 2.6.10, paragraph 1, letters b) and c), Borsa Italiana sends the issuer concerned a notification:
  - a) containing a description of the alleged violation;
  - b) setting a time limit of not less than 15 days within which a written brief may be submitted and possibly a request for a hearing in which to examine the question jointly.
3. The notification referred to in paragraph 2 may indicate the measure Borsa Italiana intends to apply. In such case, if the time limit referred to in paragraph 2(b) expires without the issuer having submitted a written brief or requested a hearing, Borsa Italiana shall apply the measure indicated in the notification.
4. If the issuer requests a hearing in which to examine the question jointly or if Borsa Italiana considers such a hearing to be necessary, Borsa Italiana shall establish the date for the hearing and inform the issuer accordingly. The issuer shall be represented in the meeting either by its legal representative or by a person appointed for the purpose, being allowed to be assisted by a lawyer of its choice. If the issuer fails to attend the hearing without due cause, Borsa Italiana shall proceed on the basis of the evidence collected up to that time. At the end of the hearing, at the request of the interested party, Borsa Italiana may set a new time limit of not less than 10 days for the submission of another written brief.
5. On the basis of the evidence collected as part of the procedure referred to in the preceding paragraphs, Borsa Italiana shall decide within 45 days of the hearing or the subsequent expiry of the time limit for the submission of another written brief as provided for in paragraph 4, or if no such hearing is requested or scheduled by Borsa Italiana, within 45 days of the expiry of the time limit set pursuant to paragraph 2(b).
6. Decisions adopted pursuant to the preceding paragraph shall be promptly notified to the interested party giving the reasons for the decision.
7. Borsa Italiana shall promptly inform Consob of the initiation of the procedure referred to in this article and of the related decision except for the measure referred to in Article 2.6.10, paragraph 1, letter a) that are notified to Consob periodically.

### **Article 2.6.12** **(Challenging of measures)**

The issuer may ask for the review of measure applied pursuant to Article 2.6.10 within 15 days of the notification referred to in respectively Article 2.6.11, paragraph 6 by means of a petition to the Appeals Board established pursuant to Article 7.4.

For the measure referred to in Article 2.6.10, paragraph 1, letter a), the 15 days run from the moment in which the decision is notified to the interested party.

This provision shall not apply to measures referred to in Article 2.6.10, paragraph 5.

**Article 2.6.13**  
**(Disclosure to the public of measures)**

1. Applications of the measures referred to in Article 2.6.10 shall be made public in Notices after 15 days have elapsed from the notification of the measure to the interested party without the question being referred to the Appeals Board or, where it has been so referred, after 10 days have elapsed from the notification of the Appeals Board's decision to the parties.
2. At the request of the issuer, the complete text of the measure shall be made public, possibly together with all the acts of the proceedings, including the decisions of the Appeals Board.

**Article 2.6.14**  
**(Suspension of time limits)**

The time limits referred to in this Title shall be suspended from 1 August to 31 August of each year.

**Article 2.6.15**  
**(Exclusions)**

The foregoing articles of this Title shall not apply to the Italian Republic.

**Article 2.6.16**  
**(Fees)**

Issuers and persons who apply for the admission to trading of financial instruments pursuant to Article 2.1.2, paragraph 3 (a), are required to pay fees for the services provided in accordance with the amounts, intervals and time limits established by Borsa Italiana on the basis of transparent and non-discriminatory criteria.



## Title 2.7

### **Disclosure of information to the public and its storage**

#### **Article 2.7.1**

**(Manner of fulfilling disclosure requirements vis-à-vis the public and Borsa Italiana by issuers of financial instruments)**

1. Unless provided for otherwise, issuers of financial instruments must fulfil the public disclosure requirements laid down in these Rules in the manner indicated in Chapter I of Title II of Part III of Consob Issuer's Regulation and in compliance with the provisions laid down in the Instructions.

#### **Article 2.7.2**

**(Manner of fulfilling disclosure requirements vis-à-vis the public and Borsa Italiana by issuers of financial instruments)**

1. Issuers of financial instruments other than securities, which do not disclose regulated information in the manner indicated in Chapter I of Title II of Part III of Consob Issuer's Regulation shall fulfil their disclosure requirements vis-à-vis Borsa Italiana according to the Instructions..

#### **Article 2.7.3**

**(Manner of fulfilling disclosure requirements in the event of operational failures and/or interruption of the service of the SDIR)**

1. 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 the disclosure requirements vis-à-vis Borsa Italiana shall be fulfilled according to the Instructions.

## **Titolo 2.8**

### **Obbligations of the applicants**

#### **Article 2.8.1** **(Disclosure requirements)**

1. Intermediaries participating in one of the markets organised and managed by Borsa Italiana or issuers that have applied for the admission to trading of financial instruments pursuant to Article 2.1.2, paragraph 3 shall send Borsa Italiana all the information necessary for the operation of the market; in particular, they shall send the information specified in the Instructions.
2. Borsa Italiana reserves the right to exempt intermediaries from the obligation to send the information referred to in paragraph 1 if it easily available and can be obtained by Borsa Italiana.
3. If the applicant is an issuer, it shall be subject to the disclosure requirements referred to in Titles 2.6 and 2.7 of the Rules, in the manner specified in the Instructions and insofar as they are applicable.
4. If the applicant is Borsa Italiana, Borsa Italiana shall fulfil the requirements referred to in paragraph 1.

## Title 2.9

### Reverse mergers

#### Article 2.9.1

##### (Scope)

The present rules shall apply in the event of a mergers, contributions in kind, acquisitions, and, in general, any transaction, however named or executed, that qualifies as a Reverse merger. These provisions shall not apply to companies listed in the Professional Segment of the Euronext MIV Milan market.

#### Article 2.9.2

##### (Applicable Rules)

1. In cases referred to in article 2.9.1, the issuer must provide the following to Borsa Italiana:
  - a declaration that it has adopted a Management Control System with the characteristics envisaged in Article 2.2.2, paragraph 2, and that for this purpose it has made use of the checks carried out by a statutory auditor or statutory auditing company or other qualified entity, meeting the requirements of professionalism and independence, which has confirmed its compliance with the regulatory provisions; and
  - a declaration that it has approved a business plan with the contents set out in Article 2.2.2, paragraph 3, and that it has made use of the checks carried out by a statutory auditing company, which has issued with reference to the budget data relating to the current financial year - as well as the first six months of the subsequent financial year, if the reverse merger is expected to become effective after 15 September a special certificate drawn up according to the best international reference standards.
2. Both declarations must relate to the issuer and the group it belongs to as resulting from the reverse merger.
3. Where the company resulting from the reverse merger has a foreseeable market capitalisation of less than 1,000 million euro, the appointment of a specialist is required for three years following the effectiveness of the reverse merger, pursuant to Article 2.2.2, paragraph 13.

#### Article 2.9.3

##### (Suspension of shares in absence of issuer's declaration)

Borsa Italiana may suspends the listing of the company's shares if the issuer has not issued the declarations referred to in Article 2.9.2, by the effective date of the

merger or acquisition, or of the contribution in kind.

**Article 2.9.4**  
**(Disclosure requirements)**

1. In the event of a Reverse merger, the issuer shall promptly issue a press release in the manner specified in Article 2.7.1, paragraph 1, in which it reports that the issuer has provided Borsa Italiana with the declarations referred to in Article 2.9.2.
2. In the cases referred to in the previous paragraph the issuer shall notify Borsa Italiana of the planned effective date of the merger or acquisition or the planned issue date of the shares to be contributed in kind. Such notification shall be made promptly and at least 5 trading days before the planned effective date of the merger or acquisition or the planned issue date of the shares.

# **PART 3**

## **PARTICIPATION OF INTERMEDIARIES IN MARKETS**



## Title 3.1

### Admission to trading

#### **Article 3.1.1**

##### **(Intermediaries admitted to trading)**

1. The following may participate in trading in markets organised and managed by Borsa Italiana: intermediaries authorised under the law or regulations to provide the services and engage in the activity of dealing for own account and/or executing orders on behalf of clients and those that fulfil specific membership requirements established by Borsa Italiana in the Instructions.
2. Borsa Italiana shall specify in the Instructions the categories of intermediaries admitted to trading. The entry into force of such rules shall be subject to the Consob granting its explicit consent

#### **Article 3.1.2**

##### **(Procedure for admission to trading and activation)**

1. For the purposes of admission to trading in the markets, intermediaries shall send Borsa Italiana a written application using a standard form prescribed by Borsa Italiana conforming with what is provided for in the Instructions.
2. Borsa Italiana shall, after receipt of an application for membership and the participation documentation requested by it in compliance/conformity with what is provided for in the Instructions, approve or reject, such application or approve such application subject to such conditions and/or restrictions as it considers appropriate. Borsa Italiana shall notify the applicant of its decision in writing.
3. Once the intermediary is admitted, Borsa Italiana verifies technical requirements and post trade readiness and in case of positive outcome confirms the activation date.

#### **Article 3.1.3**

##### **(Requirements for participation)**

1. The participation of intermediaries to trading shall be subject to verification by Borsa Italiana, in accordance with objective non-discriminatory criteria, of fulfilment of the following conditions on a continuing basis:
  - sufficient staff with adequate professional qualifications in relation to the types of activity carried on and the types of interconnection with the markets;
  - adequate clearing and guarantee and settlement procedures;

- adequate internal procedures and controls for trading activity;
- the adequacy of the technological systems used for trading and associated activities carried on and the number and types of interconnections with the markets, and their compatibility with the electronic data processing and telecommunication support systems adopted by Borsa Italiana for the operation of the markets.

In order to comply with the conditions of this paragraph, intermediaries must satisfy the minimum requirements laid down in the Instructions. The relevant rules contained in the Instructions shall be subject to the Consob granting its explicit consent.

2. Intermediaries may entrust the management of technological systems to third parties, subject to the conditions laid down in the Instructions.
3. The participation of intermediaries shall also be subject to verification, according to the markets or financial instruments in which intermediaries intend to trade, of:
  - a) direct or indirect participation in the settlement system through which contracts are settled and participation in their accessory systems (trade-checking systems);
  - b) direct participation in the central counterparty referred to in Article 4.1.2. and 5.3.9 or for intermediaries that are not participant in the central counterparty, appropriate agreement with a general clearing member of the mentioned central counterparty, pursuant to which:
    - the general clearing member, at the conclusion of the contract on the market, becomes counterparty of the central counterparty for that contract; and
    - the intermediary, at the same time, becomes counterparty of the general clearing member.
4. For markets and segments that are not guaranteed, in the case of indirect participation in the settlement system, i.e. where a market intermediary uses another intermediary to settle its contracts, the market intermediary and the other intermediary must send Borsa Italiana a declaration containing:
  - a) an undertaking by the intermediary participating in the settlement system to settle contracts concluded in the markets by the approved intermediary up to the time of withdrawal from the agreement;
  - b) an authorisation for the approved intermediary to be suspended by Borsa Italiana, at the request and on the responsibility of the intermediary participating in the settlement system, without Borsa Italiana being required or entitled to verify the appropriateness of such suspension or its conformity with any understandings between the approved intermediary and the participating intermediary.
5. In addition to what already provided at paragraph 3, in order for any Euronext Derivatives Milan market intermediary to enter into trades on behalf of a client, that intermediary must provide that such client has a direct or indirect clearing

arrangements with a clearing member to become counterparty to the cleared transaction resulting from that trade.

## Title 3.2

### Continued eligibility

#### Article 3.2.1

#### **(Continued satisfaction of the requirements of participation)**

1. Market intermediaries shall ensure continued satisfaction of the authorisation and other requirements referred to in Article 3.1.1 and of the conditions referred to in Article 3.1.3.
2. Market intermediaries shall notify, in the manner and within the time limits specified in the Instructions, every variation with respect to the operating conditions referred to in the information provided at the time of submission of the application for admission.
3. Revocation or expiry of the authorisation to trade or cessation of fulfilment of the requirements for unauthorised persons shall result in suspension or exclusion from trading, without prejudice to any measures adopted by the supervisory authorities to ensure the closure of any positions still open and the carrying out of any related transactions required to protect customers' interests. In the event of:
  - a) suspension or cancellation of a stockbroker under Article 201 of the Consolidated Law on Finance;
  - b) extraordinary administration;
  - c) compulsory administrative liquidation;
  - d) another bankruptcy procedure; or
  - e) other measures taken by Competent Authority that result in it being impossible, even if only temporarily, for intermediaries to enter into undertakings or perform undertakings they have entered into,
 Borsa Italiana may suspend or exclude the intermediary from trading.
4. The cessation of direct or indirect participation in the settlement system and the clearing and guarantee of transactions in financial instruments must be immediately notified in writing to Borsa Italiana by market intermediaries and shall result in their being promptly suspended from trading in the markets or, only for the MOT and Euronext Derivatives Milan market, in the segments concerned until they are again able to settle trades, directly or indirectly.
5. After six months have passed without the cessation of the condition that gave rise to the suspension from trading, Borsa Italiana may exclude the intermediary.

**Article 3.2.2**  
**(Exclusion from trading upon request)**

Intermediaries admitted to trading on the markets may request to be excluded from trading in the manner specified in Section 2801 of Rule Book I with 10 days prior written notice.

## Title 3.3

### Rules of conduct and relationship between market intermediaries and Borsa Italiana

**Article 3.3.1**  
**(Rules of conduct)**

1. Market intermediaries shall observe these Rules, the Instructions, the Notice and any other technical and operational documents accompanying the Rules and the Instructions, including Euronext's rules as per Article 1.1 of Rule Book II where expressly mentioned.
2. Market intermediaries shall maintain conduct based on principles of correctness, diligence and professionalism in their relations with market counterparties, obligations towards Borsa Italiana and use of the trading systems.
3. Market intermediaries shall promptly notify Borsa Italiana of any circumstances of which they are aware, including technical problems with their systems, that prejudice or might prejudice their compliance with the Rules.
4. Market intermediaries shall be liable vis-à-vis Borsa Italiana for the conduct of their employees and collaborators. Conduct by traders that violates the Rules shall be considered as the conduct of the intermediary on whose behalf the operators assigned to the trading activity are acting.
5. Customers and, where present, their sub-delegates, connected directly to the market through sponsored access must comply with the provisions referred to in, Article 3201 of Rule Book I and Section 3.2 and 3.3 of Rule Book I.
6. Market intermediaries shall refrain from acts that may prejudice the integrity of the markets. Inter alia they may not:
  - a) commit acts that are likely to give a false or misleading impression to other market participants;
  - b) commit acts that may impede market makers, specialists and liquidity providers in fulfilling their commitments;

- c) carry out sham transactions, whose objective is not to transfer ownership of the financial instruments traded or to modify their exposure to the market;
- d) carry out, directly or through a nominee, transactions under a prior agreement for the execution and offsetting thereof;
- e) trade financial instruments that Borsa Italiana has suspended from trading with an order specifying that the suspension is for a fixed period, or have such instruments traded. In such cases Borsa Italiana may authorise the trading of the suspended financial instruments on the basis of the objective criteria established in the Instructions. Authorisation shall be granted for each individual transaction.

7. On the expiration days of derivative contracts, market intermediaries are required to enter orders in the market for financial instruments underlying derivative contracts relative to the partial or complete closing out of arbitrage transactions, volatility trading or hedging transactions within the time limit established in the Instructions.
8. Market intermediaries may enter and modify the orders referred to in paragraph 7 beyond the time limit established in the Instructions provided their characteristics with regard to price, quantity and method of execution are such that they do not increase the absolute value of the difference between the theoretical opening price and the last control price of the individual instruments to which they refer.
9. Market intermediaries shall collect the orders of their customers in time to comply with the time limit referred to in paragraph 5.
10. Market intermediaries must put effective forms of control in place to monitor their contractual positions and avoid situations likely to hinder orderly trading and the regular settlement of contracts in the settlement service. Intermediaries must implement strategies to ensure the settlement of contracts in the terms provided.
11. Intermediaries may not accept orders involving instruments traded in the Professional Segment of the Euronext MIV Milan market that do not come from professional investors, unless the rules or bylaws of the reserved AIF do not provide for participation in the reserved AIF of categories of investors envisaged in the regulations referred to in Article 39 of the Consolidate Law on Finance and in Regulation (EU) No. 345/2013 and Regulation (EU) No. 346/2013, as applicable. Without prejudice to Article 3.4.1 et seq. of the Rules, Borsa Italiana shall not verify whether investors are qualified to operate in the Professional Segment of the Euronext MIV Milan market. Operators undertake to also enforce similar rules of conduct on authorized persons from whom orders are received. An exception is made for sell orders from shareholders present on the date of admission to the Professional Segment of the Euronext MIV Milan market.
12. Intermediaries may not accept orders involving instruments traded on the Professional Segment of the MOT market and the ETFPlus market that do not come from Qualified Investors. Borsa Italiana does not verify whether investors are qualified to operate in the Professional Segment of the MOT and the ETFPlus

market. Intermediaries undertake to ensure that the authorised parties placing the orders abide by the same rule of conduct. An exception is made for sales orders from holders present on the date of admission to the Professional Segment of the MOT market.

13. In the event of Capital increases having a strong dilutive effect, intermediaries when specifically required by their customers, must manage exercise of option rights, on each day of the offering period, starting from the moment when the option rights are entered to the securities account of the Central Securities Depository Service.
14. Intermediaries applying market making strategies through algorithmic trading techniques on one or more financial instruments, at the occurrence of the conditions indicated in Regulation 2017/578/EU, must inform Borsa Italiana, in accordance to such Regulation, and conclude a market making agreement, in the terms indicated in the Instructions. This obligation does not apply to specialists and liquidity provider and Market Makers voluntarily adhering to a *Market Making Scheme* with stricter obligations than those provided by Regulation n.2017/578/EU, according to what defined in the Guide to Parameters.
15. Limited to the ETFplus and Euronext Milan markets a *Retail Member Organization*, identified pursuant to Article 2.9.5 of the *Trading Manual*, may not change the terms of the customer's proposal, entered pursuant to Article 4205/1 of Book I Regulations, in relation to price, size or from buy-sell or sell-buy, either manually or through the use of a *trading algorithm* or other automated methodology.

### **Article 3.3.2** **(Transmission of orders to the market)**

1. Market intermediaries shall be liable for all interactions with the electronic data processing and telecommunication support systems adopted by Borsa Italiana for the operation of the markets, including trading orders sent to the market and those sent via Interconnections, and their effects. Market intermediaries must equip themselves on a continuous basis with systems, procedures and controls to prevent the entry of orders that are anomalous in terms of price, quantity, countervalue or number.
2. Intermediaries using trading algorithms must certify, before using them and any time these have undergone substantial changes, that the trading algorithms used were tested, to avoid contributing to or creating disorderly trading conditions, and must indicate the environments used for these tests. To this purpose, they issue to Borsa Italiana a special statement according to the Instructions.
3. In order to ensure the smooth technical functioning and efficient use of the electronic trading support systems, market intermediaries must observe the technical limits for order entry established on a general basis by Borsa Italiana in the Guide of Parameters. Borsa Italiana may also establish further limits on the entry and modification of orders in terms of daily frequency, total daily

number or the ratio of orders to contracts concluded. Borsa Italiana shall establish such limits and any fees payable by intermediaries where they are exceeded.

4. Market intermediaries can request to use more than one trading code to segregate specific trading activities or to segregate different participations in the clearing and guarantee system and in the settlement system. For this purpose market intermediaries must take previous contact with Borsa Italiana.
5. Following the procedures indicated in the Instructions, intermediaries must:
  - a. transmit the information needed to allow the association between the content of the orders and the information needed to guarantee to Borsa Italiana the completeness of records requested by Regulation 2017/580/EU;
  - b. acquire the appropriate controls to ensure the correctness and completeness of the information entered in the orders and in the systems used to associate the information, according to letter a) above;
  - c. provide Borsa Italiana with the information on executed contracts needed to comply with transaction reporting obligations, if such obligations pertain to the market;
  - d. use a specific trading and logical access code to segregate the activities carried out by customers directly connected to the market through sponsored access and, where present, their sub-delegates. This code is assigned by Borsa Italiana following the approval of the sponsored access application by the market intermediary for its customer.
6. Intermediaries in the Euronext Derivatives Milan market carrying out the activity to support the liquidity in quality of Market Makers and Liquidity Providers through the use of quotes, where enabled on the product, are required to rely on a specific logical access.

#### **Article 3.3.3**

#### **(Technical breakdowns of market intermediaries' systems)**

1. Market intermediaries shall promptly inform Borsa Italiana of any technical breakdowns of the systems they use for trading or of those for accessing the Borsa Italiana markets referred to in Article 3.1.3, paragraph 1.
2. In the cases referred to in paragraph 1 market intermediaries shall follow any instructions received from Borsa Italiana and may request, in the manner laid down in the Instructions, the deletion of orders sent to the market.

#### **Article 3.3.4**

#### **(Trading Fees)**

1. Article 2401 paragraph iii) of Rule Book I shall apply.

## Title 3.4

### Surveillance and Intervention

#### **Article 3.4.1** (**Verification activity**)

1. For the purpose of verifying compliance with these Rules and the accompanying Instructions and, more generally, in order to ensure the performance of its functions of organising and managing the markets, Borsa Italiana may:
  - a) request market intermediaries to provide all the necessary information and documents concerning transactions carried out on the markets;
  - b) convoke the representatives of market intermediaries to clarify specific conduct or situations;
  - c) exclusively for the purpose of verifying compliance with the requirements of Article 3.1.3, paragraph 1, carry out examinations on the premises of market intermediaries.
2. Market intermediaries must guarantee that Borsa Italiana can carry out examinations on the premises of third parties entrusted with the management of technological systems under Article 3.1.3, paragraph 2.
3. Where evidence is found of presumed violations of these Rules or the accompanying Instructions, Borsa Italiana, after acquiring appropriate substantiating elements, decides whether, in its opinion, a violation has been or has not been objectively completed and, if so, it adopts any of the measures referred to in Article 3.4.4, after it started the procedure referred to in Article 3.4.4

#### **Article 3.4.2** (**Reports to the supervisory authority and other co-operation**)

1. Where in the course of market surveillance Borsa Italiana acquires evidence suggesting that acts of insider trading or market manipulation may have been committed, it shall immediately report such evidence to Consob.

2. Borsa Italiana may co-operate, also by the sharing of information, with other regulated markets and with clearing and guarantee systems referred to in Article 4.1.2.

#### **Article 3.4.3**

##### **(Measures to protect the market)**

1. If in the performance of its surveillance activity Borsa Italiana finds situations or conduct likely to entail risks for the integrity of the markets, it may apply one or more of the following measures against the market intermediaries in question, until the reasons for their application cease to exist:
  - a) imposition of limits on operations or interconnections;
  - b) imposition of specific requirements relating to:
    - the number and professional qualifications of trading staff;
    - trading system or interconnection procedures and controls;
    - and any other matters relevant to ensuring the continued satisfaction of market intermediaries' admission requirements;
  - c) restrict access to the market, including access via interconnections, including termination of access for customers of the market intermediary and, where present, their sub-delegates, directly connected to the market through sponsored access or segregation of specific trading activities;
  - d) suspension from trading in one or more markets or segments managed by Borsa Italiana.
2. Where a measure of suspension from trading is adopted, from the time such measure takes effect the market intermediary to which it is applied shall only be permitted, under the surveillance of Borsa Italiana, to close out any positions still open and carry out any related transactions that are necessary to protect customers' interests.
3. Borsa Italiana may modify or revoke the measures referred to in paragraph 1 at any time.
4. Borsa Italiana shall promptly inform Consob and the market intermediary concerned of the adoption of measures referred to in paragraphs 1 and 3.

#### **Article 3.4.4**

##### **(Measures against market intermediaries)**

1. Without prejudice to Article 3.4.3, where there is a violation of these Rules or the accompanying Instructions, including the case of market intermediaries hindering the verification activity referred to in Article 3.4.1, Borsa Italiana

may apply one or more of the following measures against the market intermediaries in question:

- a) a written warning to observe the Rules and the accompanying Instructions;
- b) a written censure;
- c) a fine of between 5,000 and 500,000 euros;
- a) exclusively for Market Makers and Liquidity Providers of the Euronext Derivatives Milan market, suspension or exclusion from the relative role;
- b) suspension from trading in one or more markets;
- c) exclusion from trading in one or more markets

2. The measures provided for in the preceding paragraph, letters d) and e) may be made public as described in Article 3.4.7. Measures provided in the previous paragraph letters a), b) and c) may be made public as described in Article 3.4.7, where Borsa Italiana is of the opinion that this is deemed necessary and appropriate for the purpose of market protection. Borsa Italiana may disclose to the public the measure and the description of the violation without specifying the identity of the perpetrator, when this is deemed sufficient in order to ensure market protection. The measure referred to in letter a) of the previous paragraph, could be disclosed only without the name of the intermediary to which such measure applies.

3. In order to adopt the measures referred to in the paragraph 1, Borsa Italiana shall take the following criteria into account:

- a) the actual and potential impact on the market and the external importance of the violation;
- b) the size, duration and nature of the violation;
- c) how Borsa Italiana became aware of the violation;
- d) the benefits accrued by the intermediary from the violation;
- e) the market intermediary's reaction to Borsa Italiana's requests and its actual and previous behavior;
- f) magnitude of fraud and negligence;
- g) functioning of system used for internal control and prevention of violations;
- h) numbers and magnitude of violations previously committed by the same market intermediary;
- i) size of the market intermediary and of the group it belongs to;
- j) the cases in which various provisions are breached or the same provision is breached more than once.

4. Where there is a violation of quotation obligations by specialists, market makers and liquidity providers, Borsa Italiana may initiate the procedure referred to in

Article 3.4.5, taking into account the values of the indicators, where provided for in the Instructions, used to verify compliance with such obligations.

5. Where a measure of suspension or exclusion from trading is adopted, from the time such measure takes effect the market intermediary to which it is applied shall only be permitted, under the surveillance of Borsa Italiana, to close out any positions still open and carry out any related transactions that are necessary to protect customers' interests.
6. The use to which fines are put shall be established on a general basis by Borsa Italiana in an ad hoc measure communicated to Consob and published in a Notice.
7. Notwithstanding the previous paragraph 1, in the case of breach of the provisions of Article 3.3.1, paragraph 14, and the obligations contained in the relevant Instructions and in the Guide to the Parameters, Borsa Italiana shall apply the written notice, the communication to the public of the failure to comply with obligations and reporting to the Authorities. Articles 3.4.5 to 3.4.8 shall not apply.

### ***Articolo 3.4.5***

#### ***(Procedure for verifying violations)***

1. In order to apply the measures referred to in Article 3.4.4, the procedure described in this article shall be initiated within one year of the presumed violation or of the later date on which Borsa Italiana learned of the presumed violation. In the latter case the procedure described in this article may not be initiated after three years have elapsed from the date of the presumed violation.
2. For the purpose of applying the measure referred to in paragraph 3.4.4, paragraph 1, letters b), c), d), e) and f) Borsa Italiana sends the market intermediary concerned a notification:
  - a) containing a description of the alleged violation;
  - b) setting a time limit of not less than 15 days within which a written brief may be submitted and possibly a request for a hearing in which to examine the question jointly.
3. The notification referred to in paragraph 2 may indicate the measure Borsa Italiana intends to apply. In such case, if the time limit referred to in paragraph 2(b) expires without the market intermediary having submitted a written brief or requested a hearing, Borsa Italiana shall apply the measure indicated in the notification.
4. If the market intermediary requests a hearing in which to examine the question jointly or if Borsa Italiana considers such a hearing to be necessary, Borsa Italiana shall establish the date for the hearing and inform the market intermediary accordingly. The market intermediary shall be represented in the meeting either by its legal representative or by a person appointed for the

purpose, being allowed to be assisted by a lawyer of its choice. If the market intermediary fails to attend the hearing without due cause, Borsa Italiana shall proceed on the basis of the evidence collected up to that time. At the end of the hearing, at the request of the interested party, Borsa Italiana may set a new time limit of not less than 10 days for the submission of another written brief.

5. On the basis of the evidence collected as part of the procedure referred to in the preceding paragraphs, Borsa Italiana shall decide within 45 days of the hearing or the subsequent expiry of the time limit for the submission of another written brief as provided for in paragraph 4, or if no such hearing is requested or scheduled by Borsa Italiana, within 45 days of the expiry of the time limit set pursuant to paragraph 2(b).
6. Decisions adopted pursuant to the preceding paragraph shall be promptly notified to the interested party giving the reasons for the decision.
7. Borsa Italiana shall promptly inform Consob of the initiation of the procedure referred to in this article and of the related decisions except for the measure referred to in Article 3.4.4, paragraph 1, letter a) that are notified to Consob periodically.

#### **Article 3.4.6** **(Review of measures)**

The market intermediary may ask for the review of the measure applied pursuant to Articles 3.4.3 and 3.4.4 within 15 days of the notification referred to in respectively Article 3.4.3, paragraph 4, and Article 3.4.5, paragraph 6 by means petition to the Appeals Board established pursuant to Article 7.4.

For the measure referred to in Article 3.4.4, paragraph 1, letter a), the 15 days run from the moment in which the decision is notified to the interested party.

#### **Article 3.4.7** **(Disclosure to the public of measures)**

1. Applications of the measures referred to in Article 3.4.4 shall be made public in Notices or via the electronic trading support systems after 15 days have elapsed from the notification of the measure to the interested party without the question being referred to the Appeals Board or, where it has been so referred, after 10 days have elapsed from the notification of the Appeals Board's decision to the parties.
2. At the request of the market intermediary, the complete text of the measure shall be made public, possibly together with all the acts of applications of the measures referred to in Article 3.4.4 shall be made public in Notices or via the electronic trading support systems after 15 days have elapsed from the notification of the measure to the interested party without the question being referred to the Appeals Board or, where it has been so referred, after 10 days have elapsed from the notification of the Appeals Board's decision to the parties.

**Article 3.4.8**  
**(Suspension of time limit)**

The time limits referred to in this Title shall be suspended from 1 August to 31.

# **PART 4**

## **ELIGIBLE INSTRUMENTS AND TRADING METHODS OF EURONEXT MILAN, EURONEXT MIV MILAN, MOT AND ETFPLUS MARKETS**



## Title 4.1

### Tradable instruments, clearing, guarantee and settlement

#### **Article 4.1.1** (**Tradable instruments**)

1. In markets that are organised and managed by Borsa Italiana, the following financial instruments are traded for any quantity or for minimum lots and multiples thereof:
  - a) in the Euronext Milan market: shares, shares of SIIQs, convertible bonds, pre-emptive rights and warrants;
  - b) in the Euronext MIV Milan market: shares or units of AIFs, companies other than AIFs admitted on the Professional Segment of the Euronext MIV Milan market, and SIIQs, convertible bonds, warrants and pre-emptive rights issued by such entities. Combinations of instruments in the latter sentence issued by companies admitted on the Professional Segment of the Euronext MIV Milan market are also traded;
  - c) in the electronic bond market (MOT): bonds other than convertible ones, Government securities, euro-bonds, structured bonds, covered bonds, ABS and other debt securities and instruments tradable in the monetary market;
  - d) in the electronic market (ETFplus): ETF and ETC/ETN.
2. Borsa Italiana may specify a minimum lot for each market or financial instrument, reconciling the need for the market to operate effectively, for investors to have easy access to it and for the execution of orders to be cost efficient.

#### **Article 4.1.2** (**Clearing, guarantee and settlement of contracts**)

1. Immediately after the conclusion of contracts on the market, Borsa Italiana shall send the data on the contracts to the central counterparties or, for not guaranteed markets, directly to the settlement systems.
2. Borsa Italiana will send the data in respect of a contract concluded on the market through the pre-settlement system.
3. Central counterparties operating in the markets of Borsa Italiana shall operate in compliance with these Rules and the in accordance with their own rules.
4. In the markets in which several central counterparties operate, the contracts are cleared by the central counterparty indicated in the Instructions as default

central counterparty of the market, unless both counterpart intermediaries chosen one of the other central counterparties, from those indicated in the Instructions.

5. As soon as they are acquired and registered within the central counterparty systems, the contracts are cleared by the central counterparties. In the event that the central counterparty should not clear the contracts concluded on the market, the purchase and/or sale orders should be considered not executed and are cancelled. Borsa Italiana shall promptly notify Consob of the failure to acquire the contracts by the central counterparty.
6. Contracts are settled through the CSDs indicated in the Instructions.
7. Borsa Italiana may specify in the Instructions the settlement terms and rules that shall apply where the sale and purchase contracts are not settled within the time limit established. The entry into force of such rules shall be subject to Consob granting its explicit consent.

## Title 4.2

### Trading segments

#### **Article 4.2.1**

#### **(Trading segments for the Euronext Milan and Euronext MIV markets)**

1. In accordance with Article 6210 of the Book I, Borsa Italiana shall divide financial instruments in the Euronext Milan and Euronext MIV Milan markets into homogeneous groups.
2. In the Notice announcing the start of trading, Borsa Italiana shall identify the trading segment of financial instruments on the basis of the capitalisation limit specified in the Instructions or the procedure for admission to trading.
3. With the periodicity indicated in the Instructions, Borsa Italiana shall check the capitalisation limit for each share informing the issuer accordingly and issue a Notice allocating financial instruments among the different segments in accordance with the Instructions.
4. Shares that are granted Euronext STAR Milan status pursuant to Article 2.2.3 shall be traded in the Euronext STAR Milan segment upon acceptance of the application referred to in Article 2.2.3, paragraph 1.
5. Shares that lose STAR status pursuant to Article 2.2.3, paragraph 10, shall be traded on the Euronext Milan market starting from the allocation of financial instruments referred to in paragraph 3. In the cases referred to in Article 2.2.3, paragraphs 12 and 13, the shares shall be traded on the Euronext Milan market starting from the date specified in the decision.
6. Shares for which renouncement of STAR status has been requested pursuant to Article 2.5.7 shall be traded in the Euronext Milan market upon acceptance of the application.
7. Shares with restricted voting rights and shares referred to in Article 2.2.1, paragraph 3, shall be traded in the segment in which the corresponding ordinary shares are traded.
8. Convertible bonds and warrants shall be traded in the segment in which the underlying ordinary shares are traded.

**Article 4.2.2**

**(*Trading segments for the Euronext MIV Market, MOT and ETFplus markets*)**

1. Borsa Italiana shall identify segments or homogeneous trading groups and trading categories.
2. In the Euronext MIV Milan market convertible bonds and warrants shall be traded in the segment in which the underlying ordinary shares are traded.

## Title 4.3

### Trading methods

#### Article 4.3.1

##### (*Trading methods and phases*)

1. Trading may be carried on using the auction and continuous trading methods according to section 4.3 of the Rule Book I and section 1 of the Trading Manual for the Optiq Trading Platform.
2. The phase and trading hours shall be established in the Instructions for each market and/or trading segment. Pre-arranged transactions as referred to in article 4.3.6 may also be entered outside of the trading hours, according to the time schedule and parameters specified in the TCS Trading Manual.

#### Article 4.3.2

##### (*Orders*)

1. Approved intermediaries shall express their willingness to trade through anonymous orders. Orders shall contain, where applicable, at least the information as per Article 4202/1 of Book I and include a special indication when originated from an algorithm or entered by a Direct Electronic Access..
2. The following types of orders may be entered:
  - a) *limit order*, orders, as per Article 4203/2 of Book I and Article 2.1.2 of the Trading Manual;
  - b) *market order*, orders as per Article 4203/1, Article 4204/2/B of Book I and article 2.1.1 and 2.1.3 of the Trading Manual;
  - c) *stop limit order*, as per Article 4203/3 of Book I and Article 2.1.5 of the Trading Manual;
  - d) *stop order*, orders as per Article 4203/3 of Book I and Article 2.1.4 of the Trading Manual.
  - e) *iceberg orders*, orders as per Article 4204/3 of Book I and Article 2.3.1 of the Trading Manual. Borsa Italiana sets in the Guide to Parameters the minimum value and the other limits for the entry of iceberg orders.
  - f) *requests for quotes (RFQs)*, orders that allow to submit binding quotes as per Article 3.2.4 of Trading Manual. The conclusion of contracts, with the procedures indicated in the Trading Manual, takes place at the price included in a percentage deviation with respect to the static and the dynamic prices, indicated in the Guide to Parameters. . The execution of the contracts resulting from the combination of the RFQ with the replies to the RFQs does

not contribute to the formation of the reference price, the official price and the static and dynamic price, referred to in Articles 4.3.8, 4.3.9 and 4.3.10.

The RFQs shall not be entered in the Euronext Milan and Euronext MIV Milan markets.

g) Mid-point order, orders referred to in Article 4203/5 of Rule Book I and in accordance with Trading Manual specifications; Mid-point orders may interact with the same type of transactions or with the order book as referred to in Article 4401/1 letter (ii) b) of Rule Book I.

Mid-point orders cannot be placed on the ETFPlus and Euronext MIV Milan markets.

3. The orders for each instrument shall be ranked on the book as per article 4401/1 letter (i) a) first period and 4202/4 of the Rule Book 1.
4. Limited to the ETFplus and Euronext Milan markets pursuant to Articles 4401/1 letters (i) a) and b), and 4202/4 of the Rule Book 1, the orders for each instrument shall be ranked on the book according to the price - decreasing if buying and increasing if selling - as well as, at the same price, according to the time priority determined by the time of entry, with the exception of a Retail Liquidity Firm Quote which takes precedence when combined with a Retail Order. Changed proposals lose their acquired time priority if the change involves an increase in quantity or a change in price.
5. In the cases referred to in Article 4.1.1, paragraph 2, orders may be for the minimum lot or multiples thereof, unless differently provided in the Notice for the start of the trading.
6. In order to ensure the regularity of trading in a financial instrument, Borsa Italiana may establish on a general basis in the Parameter Guide notified in a Notice the maximum quantity and countervalue of financial instruments that may be the subject of an order, the maximum quantity and countervalue of financial instruments or, in the cases referred to in Article 4.1.1, paragraph 2, the maximum number of lots that may be "at the opening-auction price" or "at the closing-auction price".

### **Article 4.3.3**

#### **(Functioning of the auction and phase change rules)**

1. The functioning of the auctions and phases is described in Section 4.3 of the Rule Book I and Section 1.3 of the Trading Manual for the Optiq Trading Platform.
2. The call phase shall end at a time within an interval specified by Borsa Italiana in the Instructions.
3. If, at the end of the call phase, the difference between the indicative uncrossing price and the static or dynamic reference prices exceeds the maximum price variations set in the Guide to Parameters, the reservation phase shall be started for a period established by Borsa Italiana in the Instructions.

**Article 4.3.4**  
**(Continuous trading)**

1. The functioning of the continuous trading is described in Articles 4401/1 letter (i) a) and 4401/2 of the Rule Book I.
2. Limited to the ETFplus and Euronext Milan markets continuous trading is described in Articles 4401/1 (i) (a) and (b), 4401/2 and 4302/2 of the Book I Rules. During continuous trading, each incoming order is immediately checked for execution against orders on the opposite side of the Central Order Book.
3. Limited to the ETFplus and Euronext Milan markets *Retail Liquidity Firm Quotes* can only be matched with *Retail Orders* while *Retail Orders* can be matched with any other order in the Central Order Book. A *Retail Liquidity Firm Quote* cannot be executed until it matches or better the best price on the opposite side of the Central Order Book.
4. Orders in the Central Order Book shall be executed in accordance with Article 4.3.2 with the exception of orders placed by an intermediary using the Internal Matching Facility which shall be executed, at the same price, on a priority basis against orders in the Central Order Book from the same intermediary.

**Article 4.3.5**  
**(Trading-at-last)**

The functioning of the trading-at-last is described in Article 4302/4 of the Rule Book I and Section 1.3.6 of Trading Manual for the Optiq Trading Platform.

**Article 4.3.6**  
**(Special procedures for the conclusion of contracts)**

1. In the Euronext Milan and Euronext MIV Milan, it is possible to enter guaranteed cross trades and guaranteed principal trade according to the rules established in the Rule Book I and in the Trading Manual for this type of contracts. On ETFplus market guaranteed cross trades and guaranteed principal trades are available only for ETFs instruments.
2. In the Euronext Milan, Euronext MIV Milan, ETFplus and MOT markets it is possible to enter pre-arranged transactions through the Transaction Confirmation System according to the rules established in the TCS Trading Manual.

**Article 4.3.7**  
**(Closing price for the purpose of application of Article 2437-ter, paragraph 3, of the Italian Civil Code)**

In the Euronext Milan and Euronext MIV Milan markets, the closing price to be taken into consideration for the purposes of calculating the withdrawal price pursuant to Article 2437-ter, paragraph 3, of the Italian Civil Code, is equal to:

- a) the closing auction price;
- b) where it is not possible to determine the closing auction price, the weighted average price of the contracts concluded in an interval of the continuous trading phase, as specified in the Instructions;
- c) where it is not possible to determine the closing auction price and no contracts were concluded during the interval of the continuous trading phase referred to in the preceding letter, the price of the last contract concluded during the entire trading session;

In calculating the arithmetic average of the closing prices in the six months identified pursuant to art. 2437-ter, paragraph 3, of the Civil Code does not take into account of the days in which no contracts have been concluded during the entire trading session.

**Article 4.3.8**  
**(Closing reference price)**

1. The Closing reference price is calculated according to Article 5.4 of the Trading Manual.
2. For financial instruments traded in the Euronext Milan and Euronext MIV Milan markets referred to in the Instructions, the closing reference price is calculated according to the closing uncrossing price or VWAP as described in Article 5.4 of the Trading Manual.
3. Notwithstanding paragraph 1, for financial instruments other than SPACs, traded on the Euronext MIV Market starting from 25 October 2021, in substitution of the closing reference price the Indicative Price has to be considered, that shall be equal to the last unit value of the net asset value (NAV) published by the issuer.
4. For the instruments traded in the ETFplus market the closing reference price is calculated according to the closing uncrossing price or BBO as described in Article 5.4 of the Trading Manual.
5. In order to guarantee the regularity of trading and the significance of prices, Borsa Italiana may establish different methods to calculate the closing reference price, announce the decision in a Notice.

**Article 4.3.9**  
**(Official price - vwap )**

The daily official price of each financial instrument shall be the weighted average price of the total quantity of that instrument traded in the market during the session, without taking into account the contracts concluded during the trading-at-last and with the methods under articles 4.3.6.

**Article 4.3.10**

**(Static and dynamic reference price)**

1. The static reference price in the Euronext Milan, Euronext MIV Milan, MOT and ETFplus markets shall be:
  - a) the previous day's closing reference price in the opening auction;
  - b) the price at which contracts are concluded in the auction phase, after each auction phase; if an auction price is not determined, the static price shall be the price of the first contract concluded in the continuous trading phase.
2. The dynamic reference price in the Euronext Milan, Euronext MIV Milan, MOT and ETFplus markets shall be:
  - a) the price of the last contract concluded in the current session;
  - b) the previous day's closing reference price if no contracts have been concluded in the current session.
3. For financial instruments other than SPACs, traded on the Euronext MIV Milan market starting from 25 October 2021, the static reference price shall be the Indicative Price and the dynamic price shall be:
  - a) the price of the last contract concluded in the current session;
  - b) the Indicative Price, if no contract is concluded in the current session.

**Article 4.3.11**

**(Automatic controls on trading)**

1. For the purpose of the automatic control of trading, the following types of price variation limits have been established:
  - a) order controls upon entry, referred to as price collars, defined as the maximum price variation limits of orders with respect to the static reference price;
  - b) reservation thresholds with respect to the static reference price, defined as the maximum price variation of trades with respect to the static reference price;
  - c) reservation thresholds with respect to the dynamic reference price, defined as the maximum price variation of trades with respect to the dynamic reference price.

Borsa Italiana shall establish on a general basis the maximum price variations referred to above in the Guide to the Parameters notified in a Notice.

2. Where, during the continuous trading of a financial instrument, the price of a contract that is being concluded exceeds one of the reservation thresholds referred to in paragraphs 1, letters b) and c), the continuous trading of that financial instrument shall be automatically suspended and a reservation period begun, which shall be carried out as provided in this Title for opening auctions.

#### **Article 4.3.12**

##### **(Method of trading unexercised rights)**

1. Intermediaries may offer unexercised rights on the market only on behalf of the issuer and may not resell on the market unexercised rights acquired during the offering period.
2. Unexercised rights shall be offered using the auction method referred to in Article 4.3.1 and in accordance with the operational methods indicated in the Instructions. The duration of the opening auction for the offer of unexercised rights must be at least equal to that for the financial instrument deriving from the conversion

#### **Article 4.3.13**

##### **(Method of collection of acceptances of purchase and exchange tender offers and of execution of purchase obligations)**

1. The collection of acceptances of purchase and exchange tender offers for listed financial instruments and the execution of purchase obligations referred to in Article 108 of the Consolidated Law on Finance may be carried out using the electronic trading support system, unless Borsa Italiana deems that the characteristics of the operation and/or the offeror do not permit the collection of acceptances using the support system. To this end the issuer and/or the offeror shall contact Borsa Italiana without delay.
2. The collection of acceptances and the execution of purchase obligations referred to in the preceding paragraph shall be at the price established by the offeror or the person subject to the obligation and entered on a special book. Acceptances and request to sell shall be entered on the book as orders without a limit price and with the method of execution specified in the related Notice of Commencement of the Offer; they may be cancelled by Borsa Italiana upon receipt of a reasoned request from approved intermediaries.
3. The contracts concluded shall be handled by the X-TRM trade-checking service and settled, in the manner established on a case-by-case basis by Borsa Italiana and notified to Consob provided the consideration consists exclusively of cash; if even part of the consideration consists of securities, the acceptances shall not be transmitted to the CSDs.

#### **Article 4.3.14**

##### **(Trading methods of listed financial instruments offered for the sale)**

1. Intermediaries may offer for the sale the listed financial instruments using the electronic trading support system on behalf of the issuer and/or its shareholders, unless Borsa Italiana deems that the characteristics of the transaction and/or the offeror do not permit the execution of the offer using the system. To this end the offeror shall contact Borsa Italiana without delay.

2. Trading shall be at the price established by the offeror. Orders shall be entered into the book with the method of execution specified in the related Notice of Commencement of the Offer.
3. The contracts concluded shall be matched by the X-TRM service and settled in the manner established on a case-by-case basis by Borsa Italiana and notified to Consob.

## Title 4.4

# Specialist, liquidity providers and Market Makers

### **Article 4.4.1**

#### **(Specialists and liquidity providers)**

1. Specialists and liquidity providers are intermediaries admitted to trading which undertake such qualification and undertake to support the liquidity of the financial instruments for which they act as specialist or liquidity provider.
2. For the financial instruments whose liquidity they undertake to support, the specialists and liquidity providers are required to display continuously bid and ask offers or only bid in compliance with the provisions of the Trading Manual and in compliance with the obligations established by Borsa Italiana in the Instructions and in the Guide to the Parameters. Borsa Italiana shall publish and regularly update the list of specialists and liquidity providers referred to in Article 4107/4 of the Rule Book I.
3. The presence of specialist shall be mandatory in the following markets and/or the segments:
  - a) Euronext Milan market, Euronext STAR Milan segment;
  - b) Euronext MIV Milan market, with the exception of the Professional Segment;

### **Article 4.4.2**

#### **(Market Makers)**

1. Makers Makers are intermediaries admitted to trading that, pursuant to Article 3.3.1, paragraph 14, sign a market making agreement with Borsa Italiana.
2. Market makers are also those intermediaries, including specialists and liquidity providers, who voluntarily comply with the market making schemes provided for the Euronext Milan, Euronext MIV Milan and ETFplus markets.
3. For the ETFplus market, the issuer must ensure the presence of at least one market maker referred to in paragraph 2, for the purposes of the admission

and for the purposes of the instrument trading permanence.

4. Makers Makers are required to display continuously bids and offers for financial instruments for which they sign an agreement with Borsa Italiana, in compliance with the obligations established by Borsa Italiana in the Guide to the Parameters.
5. Borsa Italiana shall publish and regularly update the list of market makers referred to in Article 4107/4 of the Rule Book I the list of the Mifid2 Makers Makers.
6. The termination of the Makers Makers's activity shall be notified to Borsa Italiana, in the terms and in the manners indicated in the Instructions.
7. The relevant rules contained in the Instructions is conditioned on explicit approval by Consob.

## Title 4.5

### Information to intermediaries – Euronext Milan, Euronext MIV Milan, MOT ed ETFplus markets

#### **Article 4.5.1** (General principles)

1. The provision of data to the intermediaries is governed by the agreement referred to in Article 4503/4 of Rule Book I.

## Title 4.6

### Transparency of markets – Euronext Milan, Euronext MIV Milan ed ETFplus markets

#### **Article 4.6.1** (General principles)

1. In order to facilitate investment and disinvestment decisions and the verification of the conditions at which transactions are executed in the markets, Borsa Italiana shall arrange for the prompt disclosure to the public including via third parties where appropriate, of information on market conditions and the contracts concluded for each financial instrument.
2. Every day, at the end of trading, Borsa Italiana shall also publish the Official List containing information on the contracts concluded for each financial instrument.
3. Borsa Italiana shall not disclose information to the public on the identity of the parties to trades with the exception of the provision set out under Section 1603A of Book I concerning the provision of information to issuers relating to trading of their securities.

**Article 4.6.2**

**(Information available to the public on the Euronext Milan, Euronext MIV  
Milan, MOT and ETFplus markets)**

1. In the opening phase, if envisaged, the following information shall be available to the public in real time for each financial instrument:
  - a) the indicative matching price and related tradable quantity;
  - b) the prices and quantities of at least the five best buy and sell orders;
  - c) the buy and sell quantities on the book for the best prices.
2. During continuous trading the following information shall be available to the public in real time for each financial instrument:
  - a) the prices and quantities of the best buy and sell orders;
  - b) the buy and sell quantities and number of aggregate orders on the book for at least the five best prices;
  - c) prices and quantity of the responses to RFQs, , made available when the requiring intermediary confirm its intention to trade, or until the RFQ has been cancelled or has expired;
  - d) the price, day and the time of execution and quantity of the last contract concluded and the ID of the financial instrument; within the limits specified in Article 4.6.3;
  - e) the cumulative quantity and value traded, within the limits specified in Article 4.6.3.

The information under paragraph 2(a) and (b) is not available for mid-point orders referred to in Article 4.3.2 (2) (g).

3. In the closing phase, if envisaged, the following information shall be available to the public in real time for each financial instrument:
  - a) the theoretical closing price and related tradable quantity;
  - b) the prices and quantities of the best buy and sell orders.
  - c) the buy and sell quantities on the book for at least the five best prices.
4. During trading at last, if envisaged, the following information shall be available to the public in real time for each financial instrument:
  - a) the last price;
  - b) the aggregate quantity and number of buy and sell orders on the book;
  - c) the price, day and the time of execution and quantity of the last contract concluded and the ID of the financial instrument;
  - d) the cumulative quantity and value traded.
5. The Official List shall give at least the following information for each financial instrument:
  - a) number of contracts concluded;
  - b) total quantity traded;

- c) the lowest and the highest prices and respective quantities traded;
- d) the opening-auction, closing-auction, reference and official prices.

Contracts for which, pursuant to Article 4.6.3 of the Rules, publication of the information is to be deferred, are reported in the Official List on the day of publication.

6. The information regarding the opening auction price and the closing auction price referred to in paragraph 5 (d) shall be included in the Official List only when the Instructions provide for the actual performance of the opening and closing auction phases for the relevant market.
7. Limited to the ETFplus and Euronext Milan markets *Retail Liquidity Firm Quotes* and contracts resulting from the matching with *Retail Liquidity Firm Quotes* are specifically identifiable within the public information distributed by Borsa Italiana, pursuant to Article 4503/2 and 4503/3A of Book I Regulations.

**Article 4.6.3**  
**(Deferred publication of contracts)**

1. The publication of the information on the contracts concluded with the procedures referred to in Article 4.3.6 of the Rules takes place according to Articles 4503/3b and 4503/3c of the Rule Book I.

**Article 4.6.4**  
**(Publication of news and data on the quality of the market)**

1. Borsa Italiana shall diffuse, by means of Notices or messages sent via the electronic trading support systems, information of interest for the proper operation of the market.
2. Borsa Italiana publishes on its website data on the quality of the execution of the transactions, according to the provisions of the Regulation 2017/575/EU.

# **PART 5**

## **ELIGIBLE**

## **INSTRUMENTS AND**

## **TRADING METHODS ON**

## **THE EURONEXT**

## **DERIVATIVES MILAN**

## **MARKET**



## Title 5.1

### Tradable contracts

#### **Article 5.1.1**

##### **(Categories of tradable contracts)**

1. The contracts traded in the Euronext Derivatives Milan market shall be futures contracts and options contracts based on financial instruments, interest rates, yields, currencies, goods, financial measures and related indexes.
2. Futures contract shall mean a financial instrument referred to in Article 1.2 of the Consolidated Law on Finance by means of which the parties undertake to exchange a given quantity of the underlying asset at a predetermined price at maturity. The settlement of the contract at maturity may also consist in the exchange of a sum of money determined as the difference between the price of the contract at its conclusion and its settlement price.
3. Options contract shall mean a financial instrument referred to in Article 1.2 of the Consolidated Law on Finance by means of which one of the parties, against payment of a consideration (premium), acquires the right to buy (call option) or sell (put option), on or by the maturity date, a given quantity of the underlying asset at a predetermined price (exercise price). The settlement of the contract may also consist in the exchange of a sum of money determined as the difference, for call options, between the settlement price of the underlying asset and the exercise price and, for put options, between the exercise price and the settlement price of the underlying asset on the day on which the right is exercised or at maturity. Binary options contract shall mean a financial instrument referred to in Article 1.2 of the Consolidated Law on Finance by means of which one of the parties, against payment of a consideration (premium), ensures for itself, on or by the maturity date, the payment of a predetermined amount when a specific value of the underlying asset is reached.
4. The asset underlying a derivative instrument must meet requirements concerning liquidity, continuity of trading, availability or accessibility of all the relevant information, and availability of official or at any rate significant prices. Where the underlying consists of indexes, the methods of calculating and disseminating them must be transparent

#### **Article 5.1.2**

##### **(Contractual features)**

1. In specifying the features of contracts, Borsa Italiana shall make explicit reference to:

- a) the underlying asset;
- b) the notional value;
- c) the settlement procedure;
- d) the settlement price;
- e) the maturities traded;
- f) the day and time of the end of trading;
- g) the maturity day;
- h) the structure of the exercise prices;
- i) the type of right and the time limits and procedures for exercising it;
- j) the settlement procedure for the contracts deriving from the exercise of options.

2. Borsa Italiana shall establish in the Instructions the contractual features of each tradable derivative financial instrument referred to in paragraph 1 and, whether it does not refer to a predetermined amount, establish the manner of determining the settlement price of the contracts, which must be based on the principle of a significant volume of trading in the underlying asset. Where the underlying asset consists of indexes managed by Borsa Italiana, the latter shall specify the method of their calculation and dissemination.
3. Borsa Italiana shall give Consob advance notice of the features referred to in paragraphs 1 and 2; the entry into force of the rules shall be subject to Consob granting its explicit consent.
4. With reference to contracts already traded, Borsa Italiana shall give advance notice to Consob of changes to the features referred to in paragraphs 1 and 2; the entry into force of the rules shall be subject to Consob granting its explicit consent.
5. Borsa Italiana, after notifying Consob, may exclude contracts from trading for which the regular formation of prices, or regular and continuous trading, is no longer guaranteed. In the Instructions, Borsa Italiana shall establish the procedures and the time limits for the closure and the settlement of open positions.

## Title 5.2

### Trading segments

#### **Article 5.2.1**

#### **(Trading segments for the Euronext Derivatives Milan market)**

1. Borsa Italiana may divide the derivative instruments traded on the Euronext Derivatives Milan market into homogeneous segments on the basis of the features of the underlying assets. The derivative instruments within each segment may be divided into homogeneous classes in terms of the methods and hours of trading.

## Title 5.3

### Trading methods

#### **Article 5.3.1**

#### **(Trading methods and phases)**

1. Trading on the Euronext Derivatives Milan market shall take place using the auction and continuous trading methods as described in paragraphs 4302 and 4303 of the Rule Book I, except for Articles 4302/3, 4302/4 and 4303/3.
2. The continuous trading phase for the contracts set out in the Instructions, can be structured in a day session and an evening session
3. The trading hours shall be established in the Instructions.
4. Large in scale transactions may also be entered outside of the continuous trading, through the large in scale facility and according to the time schedule and parameters specified in the Guide to the Parameters.

#### **Article 5.3.2**

#### **(Orders)**

1. Approved intermediaries shall express their willingness to trade through anonymous orders. Orders shall contain, where applicable, at least the information as per Article 5301/2 of Rule Book I.

2. Orders may be entered in the continuous trading phases with a limit price or without a limit price ("market orders" as per Article 4203/1 of Rule Book I), while in the call and *reservation* phases and auction with a limit price only as per Article 4203/2 of Book I.)
3. Orders can be edited as per article 3.2.7 of the Euronext Derivatives Trading Procedures.
4. The orders for each derivative financial instrument shall be automatically ranked on the book according to Article 5301/1 of the Rule Book I, of the articles 3.2.7, 3.3.1, letter (a), 3.3.2, 3.3.3, 3.3.4 and 3.3.5 of the Euronext Derivatives Trading Procedures.
5. The following types of order may be entered:
  - a) "single order", corresponding to a customer buy or sell order relative to a single contract series;
  - b) "Strategy trades" as per section 3.6 Strategy Trades, 3.7 Delta neutral strategy trades and 3.8 Stock Contingent Trades<sup>15</sup> of the Euronext Derivatives Trading Procedures.
  - c) "quotations", corresponding to bids and offers entered by the Market Makers and Liquidity Providers referred to in Article 5.4.1 in compliance with their obligations;
  - d) "RFC" (Request for Cross Facility on Equity and Index option Contracts) as per Article 3.4.5B of the Euronext Derivatives Trading Procedures<sup>16</sup>.
  - e) *Stop Orders* ai sensi dell'articolo 5302/1 del Regolamento Book I e dell'articolo 3.2.3 delle *Euronext Derivatives Trading Procedures*.
6. The time validity parameters of the orders referred to in paragraph 5 are established in Article 3.2.4 of the Euronext Trading Procedures.
7. The quotations referred to in paragraph 5c) may be entered exclusively with a limit price and without specifying a method of execution and shall be "valid for the session".
8. Limit orders may not be entered with prices above or below the maximum limits for price variations established in the Guide to the Parameters notified in a Notice by Borsa Italiana.

On the Euronext Derivatives Milan are automatically rejected:

- a. buy limit orders with prices above the upper dynamic collars, determined on the basis of the DCPR (Dynamic Collar Reference Price) referred to in article 5.3.7; and

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<sup>15</sup> The reference to section 3.8 will enter into force subsequently with the "Clearing migration"

<sup>16</sup> The Request for cross ("RFC") evolution functionality also known as RFC auto-match will come into force with a subsequent Notice.

- b. sell limit order with prices below the lower dynamic collars, determined on the basis of the DCRP (Dynamic Collar Reference Price) referred to in article 5.3.7.
- 9. In order to ensure the regularity of trading in a financial instrument, Borsa Italiana may establish on a general basis in the Guide to the Parameters notified in a Notice the maximum number of contracts and the maximum notional countervalue that may be the subject of an order.
- 10. In order to ensure the smooth technical functioning and efficient use of the electronic trading support systems, Borsa Italiana may impose, limits on the entry and modification of orders in terms of daily frequency, total daily number or the ratio of orders to contracts concluded. Borsa Italiana shall issue a Notice establishing such limits.

### **Article 5.3.3**

#### **(Functioning of the call phase)**

- 1. In the call phase, the indicative auction price shall be computed and updated in real time. It shall be determined as follows:
  - a) the indicative auction price shall be the price at which the maximum tradable volume quantity of the financial instrument can be traded;
  - b) where the maximum tradable quantity referred to in subparagraph a) can be traded at more than one price, the indicative auction price shall be equal to the one minimising the non-executable quantity with reference to the buy and sell orders having prices equal to or better than the price in question;
  - c) where more than one price that fulfil the conditions referred to in letter b), the indicative auction price shall be the price identified by the mid-point of the price of the tradable price range of the orders on the book.
- 2. The call phase shall end at a time within an interval specified by Borsa Italiana in the Instructions.
- 3. The last indicative auction price shall be considered valid and adopted for the conclusion of the contracts as the auction price if falls within the *collars* defined in the Guide to the Parameters.
- 4. If at the conclusion of the call phase, the indicative auction price falls outside the permitted price range defined in the Guide to the Parameters, the reservation phase is activated for a period established by Borsa Italiana in the Instructions. The reservation phase may be renewed.
- 5. The conclusion of contracts referred to in paragraph 3 shall be the result of the automatic matching of buy orders with prices equal to or higher than the auction price determined during the call phase or of the reservation phase, with sell orders with prices equal to or lower than such price in accordance with the price and time priorities of the individual orders and until the quantities available are exhausted.

6. If it is not possible to determine the auction price, the continuous trading phase shall start.
7. If no orders of any kind are entered in the call phase, the continuous trading phase shall nonetheless start.
8. At the end of the call phase or of the reservation period limit orders which are partly or wholly unfilled shall be automatically transferred to continuous trading with the price and time priority of the original order.

**Article 5.3.4**  
**(Continuous trading)**

1. During continuous trading contracts shall be concluded, up to the quantities available, through the automatic matching of orders of the opposite sign present on the book and ranked according to the criteria referred to in Article 5.3.2, paragraph 5. The entry of a market order shall result in its being matched with one or more orders of the opposite sign on the book at the time the order is entered.
2. The partial execution of a market order shall give rise to the immediate cancellation of the unfilled part. The partial execution of a limit order shall give rise to the creation of an order for the unfilled quantity that shall remain on the book with the price and time priority of the original order.

**Article 5.3.5**  
**(Special procedures for the conclusion of contracts)**

1. In Euronext Derivatives Milan, it is possible to enter pre-arranged transactions according to Article 5501/1 of the Rule Book I at the conditions specified in paragraphs 3.6, 3.7, 3.8<sup>17</sup> and 4.5 of the Euronext Derivatives Trading Procedures and in the Guide to the Parameters.
2. In segments of the Euronext Derivatives Milan market indicated in the Instructions, intermediaries may enter negotiated transactions of Package Orders type. In this case, the negotiated transactions concern the simultaneous execution of several negotiated transactions, of the same trading strategy and concerning different financial instruments. The Package Order respects the conditions specified in Article 4.5.8 of the Euronext Derivatives Trading Procedures and in the Guide to Parameters.

Package Orders for which there is no a liquid market as a whole are admitted pursuant to Delegated Regulation (EU) 2017/2194.

3. The execution of the negotiated transactions indicated in the previous paragraphs does not count towards the dynamic reference price formation.

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<sup>17</sup> The reference to section 3.8 of the Euronext Derivatives Trading Procedures will enter into force subsequently with the "Clearing Migration"

**Article 5.3.6**  
**(Daily Settlement Price)**

The *Daily Settlement* price of each instrument traded shall be the daily closing price computed according to Euronext Derivatives Trading Procedures paragraph 2.2 and 2.3.

**Article 5.3.7**  
**(Dynamic Collar Reference Price)**

1. The Dynamic Collar Reference Price (DCRP) is the reference price as defined by paragraphs from 2.1.1 to 2.1.6 of Euronext Derivatives Trading Procedures. Borsa Italiana may modify such price during the trading session to ensure regular trading.

**Article 5.3.8**  
**(Maximum price validation limits)**

1. For the purpose of the automatic control of trading maximum price variation limits of the price (*collars*) are defined according to the Dynamic Collar Reference Price (DCRP) or to others reference prices.

For the futures contracts referred to in the Guide to Parameters, the additional price variation limits set out in Articles 2.1.8 and 2.1.8A of the Euronext Derivatives Trading Procedures are also established.

Borsa Italiana shall establish on a general basis the criteria for the determination of collars and reference prices in the Guide to the Parameters notified in a Notice. Borsa Italiana may modify such limits during the trading session to ensure regular trading.

2. In case of potential matching outside the collars for an instrument, the instrument enters in a reservation phase for a duration defined in the Instructions.

Borsa Italiana establishes in the Guide to Parameters the instruments for which a maximum number of re-opening attempts are applied. For those instruments, after the maximum number of re-openings is exhausted, the orders participating in the uncrossing and breaching the dynamic collars are automatically cancelled. This process is referred to as "Trade Price Validation" mechanism.

Borsa Italiana may modify such conditions during the trading session to ensure regular trading.

**Article 5.3.9**  
**(Clearing and guarantee of the contracts)**

1. The information recorded for each contract concluded in the market shall be automatically transmitted to the central counterparty indicated in the Instructions.

## **Title 5.4**

### **Liquidity Providers, Market Markers in the Euronext Derivatives Milan**

**Article 5.4.1**  
**(Liquidity Providers)**

1. Liquidity Providers are intermediaries admitted to trading who assume such qualification and undertake to support the liquidity of the financial instruments for which they act as Liquidity Provider.
2. Borsa Italiana shall lay down rules in the Instructions and in the Guide to the Parameters governing the activity of Liquidity Provider according to the type of quotation obligations to which they are subject, specifying the terms of such obligations and the manner of verifying their observance, *inter alia* with reference to the different nature of the contracts traded.
3. Borsa Italiana shall give Consob advance notice of the obligations referred to in the preceding paragraph and the manner of verifying their observance. The relevant rules contained in the Instructions shall be subject to Consob granting its explicit consent.
4. The termination of the Liquidity Providers activity shall be disclosed to Borsa Italiana, in the terms and in the manners indicated in the Instructions.

**Article 5.4.2**  
**(Market Makers in the Euronext Derivatives Milan market)**

1. Market makers are intermediaries admitted to trading that, pursuant to Article 3.3.1, paragraph 14, sign with Borsa Italiana a market making agreement.
2. Market makers are also those intermediaries, including Liquidity Providers indicated in the Guide to Parameters, who voluntarily comply with the market making schemes provided for the Euronext Derivatives Milan Market.
3. Market Maker, according to the financial instrument for which makes the agreement or adheres to a market making scheme, is required to continuously

market bid and offer proposals while respecting the obligations established by Borsa Italiana in the Instructions and in the Guide to Parameters.

4. Borsa Italiana publishes and regularly updates the list of market makers referred to in Article 5105/4 of the Rules in Book I.
5. The termination of the Market makers's activity shall be disclosed to Borsa Italiana, in the terms and in the manners indicated in the Instructions.
6. The relative rules contained in the Instructions shall be subject to Consob granting its explicit consent.

## Title 5.5

### **Information provided to approved intermediaries – Euronext Derivatives Milan market**

#### ***Article 5.5.1 (Market Data)***

1. The provision of data to the intermediaries is governed by the agreement referred to in Article 4703/1 of Rule Book I.

## Title 5.6

### Transparency of markets – Euronext Derivatives Milan market

#### **Article 5.6.1** *(General principles)*

1. In order to facilitate investment and disinvestment decisions and the verification of the conditions at which transactions are executed in the markets, Borsa Italiana shall arrange for the prompt disclosure to the public including via third parties where appropriate, of information on market conditions and the contracts concluded for each financial instrument.
2. Every day, at the end of trading, Borsa Italiana shall also publish the Official List containing information on the contracts concluded for each financial instrument.
3. Borsa Italiana shall not disclose information to the public on the identity of the parties to trades.

#### **Article 5.6.2** *(Information available to the public)*

1. In the call phase, the indicative auction price information shall be available to the public in real time for each instrument traded together with the following information.
  - a) the indicative auction volume: quantity that would be traded at the indicative auction price if the instrument opened at the moment the price is calculated;
  - b) the indicative imbalance volume: remaining unmatched quantity at the indicative auction price and whether buying or selling;
2. During continuous trading the following information shall be available to the public in real time for each series traded:
  - a) the best buy and sell prices and related aggregate orders and quantities;
  - b) the price, day and time of execution, and quantity of the last contract concluded and the ID of the financial instrument;
  - c) the lowest and the highest price recorded up to the time of the observation considering the transactions executed in the Central Order Book;

- d) the closing price of the previous session and the first price of the current session;
- e) the number of contracts concluded.

3. At the end of the session the following information shall be available immediately to the public for each series traded:

- a) Daily settlement price pursuant to article 5.3.6 of the Rules;
- b) the lowest and the highest price recorded in the session, considering the transactions executed in the Central Order Book;
- c) the number of lots traded;
- d) the open interest;

4. The Official List shall give at least the following information for each financial instrument:

- a) the number of lots traded;
- b) the notional value of contracts concluded;
- c) the lowest and the highest price, considering the transactions executed in the Central Order Book;
- d) daily settlement price pursuant to article 5.3.6 of the Rules;
- e) the open interest;

**Article 5.6.3**

**(Publication of news and data on the quality of the market)**

1. Borsa Italiana shall diffuse, by means of Notices or messages sent via the electronic trading support systems, information of interest for the proper operation of the market.
2. Borsa Italiana publishes on its website the data on the quality of the execution of the transactions, according to the provisions of Regulation 2017/575/EU.

# **PART 6**

# **MARKET**

# **SURVEILLANCE**



**Article 6.1.1****(Controls and measures concerning trading)**

1. Borsa Italiana shall control the regularity of trading, verify compliance with these Rules and the Instructions, as well as the provisions of Book I herein mentioned, and adopt all the measures necessary for the proper operation of the markets. These functions shall be performed by the competent office, which shall be exclusively equipped with the means needed to carry out the related controls and interventions.
2. In carrying out its supervisory functions, with the aim of ensuring orderly trading, Borsa Italiana, *inter alia*:
  - a) shall monitor the performance of the markets and individual financial instruments, *inter alia* with reference to related instruments and the information available to the market and may intervene on the quoting obligations of the intermediaries where needed;
  - b) shall monitor the behavior of approved intermediaries in the market and compliance with the obligations of market makers, specialists, liquidity providers and Market Makers;
  - c) shall apply to issuers and approved intermediaries for information deemed necessary in relation to particular market conditions in accordance with Articles 2.6.1 and 3.4.1;
  - d) shall verify the updating of records, including the orders' content and information required by Regulation 2017/580/EU, procedures and any other matters necessary to ensure orderly trading;
  - e) shall monitor the operation of the technical equipment and transmission networks of the electronic data processing and telecommunication systems;
  - f) shall regulate trading conditions in accordance with the procedures and criteria referred to in Articles 6.1.2, 6.1.3 and 6.1.4;
  - g) shall promptly inform the market of the measures it adopts that affect trading in the markets or the performance of financial instruments;
  - h) shall promptly suspend the intermediary at the request of the intermediary participating in the settlement service referred to in Article 3.1.3, paragraph 4, and immediately inform Consob;
  - i) shall promptly suspend the intermediary following the latter's suspension or exclusion, or of the subject used by the intermediary, by the central counterparties operating on each market, giving notice to Consob. For the markets in which several central counterparties operate, the suspension may be limited to the operation of specific access codes.

**Article 6.1.2****(Measures concerning trading parameters, hours and phase)**

1. In particular market conditions, Borsa Italiana may, with reference to markets, categories of financial instruments or individual instruments:
  - a) prolong the duration or delay the start of one or more phases of trading;
  - b) interrupt, where possible, continuous trading with the simultaneous reactivation of the auction;
  - c) modify the maximum price variation limits, the static reference price, the dynamic reference price, the dynamic collar reference price and the other trading conditions ("parameters");
  - d) suspend or reactivate trading.
2. Borsa Italiana may adopt the measures referred to in the preceding paragraph:
  - a) where the price variation limits are exceeded;
  - b) where anomalous trading conditions are observed for a financial instrument in terms of prices or volumes;
  - c) where it is necessary to obtain information on particular market situations concerning a financial instrument;
  - d) where there are technical reasons or other circumstances that do not guarantee the regular operation of the market;
  - e) where detailed complaints are submitted by approved intermediaries that consider they have been damaged by irregular behaviour on the part of other approved intermediaries;
  - f) exclusively with reference to trading in the Euronext Derivatives Milan market, where a reasoned request has been made by the management company of the clearing and guarantee system identified for each market.
3. In adopting the measures referred to in paragraph 1, Borsa Italiana shall take account:
  - a) of the volumes of the financial instrument traded and of the prices recorded in the last three months, as well as their variations;
  - b) of the liquidity of the instrument and the significance of the trading;
  - c) of the dissemination or lack of dissemination of information available to the market;
  - d) of the fact that the instrument is the underlying asset of traded derivative instruments and of the liquidity of such derivative instruments;
  - e) for pre-emptive rights, warrants and other derivative instruments, of the theoretical values with respect to the underlying financial instruments and of the exercise period or other links between the underlying and derivative markets;

- f) for bonds and government securities, of the prices and yields of other listed instruments having similar features.

4. Borsa Italiana may cancel orders that hinder orderly trading where the intermediary that entered them, when requested by Borsa Italiana, is unable to confirm, modify or cancel them in a reasonably short time.

**Article 6.1.3**  
**(Handling of input errors)**

1. Borsa Italiana may order or effect:
  - a) the cancellation of contracts concluded in the markets upon receipt of a joint explained request from the approved intermediaries concerned;
  - b) the cancellation of transactions erroneously entered in the X-TRM service up to the day following that of the transmission of the contracts upon receipt of an explained request from approved intermediaries; exclusively for the EuroMOT segment the cancellation of transactions erroneously entered in the X-TRM service may take place within the day of the transmission of the contracts.
2. In order to reduce or eliminate the effects of entry errors, Borsa Italiana may provide for or take one of the following actions:
  - a) entry of a transaction of the opposite sign offsetting all or part of the original transaction;
  - b) transfer of positions in financial instruments between the approved intermediaries concerned;
  - c) transfer of liquidity (cash adjustment) between the approved intermediaries concerned;
  - d) correction of the prices of transactions concluded as a result of errors;
  - e) cancellation of contracts in the markets or in the X-TRM service.
3. In order to permit the handling, in the X-TRM service of contracts deriving from entry errors, Borsa Italiana may inform authorised intermediaries of the identities of counterparties, with reference to the markets where they are not displayed.
4. The measures referred to in paragraphs 1, 2 and 3 shall normally be adopted where:
  - a) the approved intermediary that made the entry error applies promptly;
  - b) the applicant made an obvious material error;
  - c) the applicant stands, in the event that the contracts concluded as a direct consequence of the error are settled, to lose an amount exceeding the limit established on a general basis by Borsa Italiana in the Instructions.

5. For the purpose of identifying transactions which may be the subject of the measures referred to in paragraphs 2 and 3, with special reference to those Borsa Italiana may adopt on its own authority, the latter shall establish the procedure for handling them in the Instructions, determining on a general basis for each category of financial instrument:
  - a) the theoretical market prices ("reference prices");
  - b) the differences between the prices of the contracts concluded and the reference prices.
6. In determining the theoretical prices and the differences referred to in paragraph 5 and specified in the Instructions, Borsa Italiana shall take account of the nature, liquidity and volatility of the financial instruments.
7. The promptness of the application for the remedy of an error by its author referred to in paragraph 4 shall be assessed *inter alia* in relation to the emergence of new information or changes in market conditions between the time of the error and the time the application was made.
8. Where approved intermediaries conclude contracts by mistake at anomalous prices and agree to annul them, they are required to inform Borsa Italiana, which shall cancel them.
9. Borsa Italiana shall give prompt notice to the intermediaries concerned of the operation of the procedure for handling errors and the measures adopted. Where these are affecting contracts that have been concluded, Borsa Italiana shall inform the market and provide the counterparties concerned, at their request, with the documentation relative to the corrections or cancellations effected.
10. Borsa Italiana shall promptly inform Consob of the operation of the procedure for handling errors that occur and the measures adopted.
11. For carrying out the error handling procedure referred to in this Article, Borsa Italiana shall charge the intermediary that made the mistake a fee proportional to the scale of its intervention, in accordance with what is established in the Instructions.

**Article 6.1.4**  
**(Handling of technical breakdowns)**

1. *Inter alia* with the aim of ensuring equal access to the markets by approved intermediaries in conditions of adequate transparency, Borsa Italiana:
  - a) shall establish in the Instructions the procedures for handling technical breakdowns of electronic data processing equipment and transmission networks, and lay down objective criteria for carrying out the procedures, determining the downtime, the time at which trading is to start again and any extension of trading hours;
  - b) may order the temporary suspension of trading where technical breakdowns affect a significant number of approved intermediaries;

- c) shall inform the market of the measures adopted in accordance with this article where they impinge on approved intermediaries' operations or the trading of financial instruments.

2. Borsa Italiana shall promptly inform Consob of the breakdowns that occur and the measures adopted.

# PART 7

# FINAL

# PROVISIONS



### **Article 7.1** **(Governing Law)**

These Rules, the Instructions and any other provisions concerning the operation of markets and services and subsequent amendments shall be governed by the laws of Italy. With reference to Part 3 of these Rules on intermediaries, pursuant to Rule 1.7 of Book I, these Rules shall be construed in accordance with, and governed by, the laws of Italy.

### **Article 7.2** **(Disputes submitted to the courts)**

Disputes concerning the fees provided for in these Rules and those arising in connection with the denial of admission to listing or the revocation from listing shall be heard exclusively by Italian judges and the competent court shall be exclusively the Court of Milan. This discipline shall also apply, insofar as it is compatible, to admission to trading without an application by the issuer.

### **Article 7.3** **(Other disputes)**

1. Any dispute other than those referred to in Article 7.2 caused by or deriving from these Rules, the Instructions or any other provisions concerning the operation of markets and subsequent amendments shall be settled finally by a Board of Arbitration set up in accordance with Article 7.5.
2. Prior recourse to the Appeals Board procedure referred to in Article 7.4 shall be a necessary condition for initiating the arbitration procedure.

### **Article 7.4** **(Appeals Board)**

1. The Appeals Board shall be composed of three members appointed by the Board of Directors of Borsa Italiana, which shall also appoint one of the members to be the chairman. The seat of the Appeals Board shall be at Borsa Italiana.
2. The members of the Appeals Board shall be chosen from among independent persons of proven expertise in matters concerning financial markets.
3. The appointment shall be for three years and may be renewed. Where one of the members vacates the position before the termination of the appointment, the Board of Directors of Borsa Italiana shall appoint a substitute; such appointment shall last until the termination of the appointments of the other members of the Appeals Board.
4. The decisions of the Appeals Board shall be adopted in accordance with law allowing debate within 30 days of the date of the petition for review referred to in Articles 2.3.11, 2.6.12 or 3.4.6 or, in other cases, the act submitted to the Appeals Board and shall be promptly notified to the parties. The language of

the proceedings shall be the Italian language.

5. In agreement with the other members of the Board, the chairman may assign a question to a single member of the Board.
6. The decisions of the Appeals Board shall not be binding on the parties and where one of the parties initiates arbitration pursuant to Article 7.5, they shall not be binding on the arbitrators, who shall have the broadest prerogatives and powers to re-examine the entire dispute without any preclusion.
7. The fees of the members of the Appeals Board shall be borne by the losing party.

**Article 7.5**  
**(Board of Arbitration)**

1. The Board of Arbitration shall be composed of three members appointed as follows:
  - a) the party that initiates the arbitration procedure shall send an instrument to the other party in which it:
    - declares its intention of initiating the arbitration procedure;
    - indicates the subject of the case;
    - designates its arbitrator;
    - invites the other party to designate its arbitrator;
  - b) the party that receives the invitation referred to in subparagraph a) shall designate its arbitrator within 20 days of receiving the notice; in the event of its omitting to do so, the second paragraph of Article 810 of the Code of Civil Procedure shall apply;
  - c) the third arbitrator, who shall act as Chairman of the Board of Arbitration, shall be appointed consensually by the arbitrators referred to in subparagraphs a) and b); where they fail to agree within 20 days, the third arbitrator shall be appointed by the Chairman of the Milan Court.
2. The arbitration proceedings thus instituted shall be ritual and shall comply with the provisions of the Italian Code of Civil Procedure. The procedure must be initiated, on pain of debarment from action, within 60 days of the notification referred to in Article 7.4, paragraph 4. The dispute shall be settled in accordance with the provisions of Italian law and the language of the arbitration proceedings shall be the Italian language.

The seat of the Board of Arbitration shall be in Milan in the place designated by its Chairman



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