

# SEDEX MARKET RULES

27 March 2023

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

# SeDeX Market Rules

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The Rules are divided in articles contained in the boxes. Moreover the Rules contain guidance to rules that supplement these rules, which indicates the provisions for the implementation of the content of the Rules.

Rules with supplementary Guidance are flagged with the notation "G".

The Guidance is divided in Section (Sec.) with an identification number.

Rules that have a reminder to Compliance Procedure are flagged with the notation "C"

## Glossary

<b>Term</b>	<b>Meaning</b>
<b>Access Code</b>	means the trading code to which are associated specific configurations for the connection to the market (CompID/traderID)
<b>Admission to trading</b>	<b>Admission to trading</b> of financial instrument in the <b>SeDeX market</b>
<b>Algorithmic trader</b>	means the operator using an <b>algorithmic trading</b> technique, as specified in Article 4(1)(39), of Directive 2014/65/EU and in Article 18, of Regulation 2017/565/EU
<b>Algorithmic trading</b>	means the trading technique specified in Article 4(1)(39) of Directive 2014/65/EU and in Article 18 of Regulation 2017/565/EU
<b>Borsa Italiana</b>	Borsa Italiana SpA
<b>CSD</b>	means the legal person authorised to operate a securities settlement system, pursuant to Regulation 2014/909/EU
<b>Direct Electronic Access</b>	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
<b>Domestic segment</b>	shall mean the segment in which are tradable financial instruments referred to in article 220 and divided pursuant to the guidance sec. 200.1 and settled via the settlement systems referred to in the guidance sec 500.2 a)
<b>Exceptional circumstances</b>	means the exceptional circumstances identified in Article 3, of Regulation no. 2017/578/E
<b>Financial instruments issued on the basis of a programme</b>	means the securitised derivatives financial instruments that may be admitted to trading on the basis of an issuance programme
<b>General Conditions for the supply of services</b>	the terms and conditions regulating the relationship between <b>Borsa Italiana</b> and the market <b>intermediaries</b> concerning the participation of the market intermediaries to the <b>SeDeX market</b>
<b>Guidance to the Rules</b>	Indicates the provisions for implementing

	the content of the <b>SeDeX Rules</b> and is published jointly with the Rules.
<b>Guide to the Parameters</b>	the document accompanying the Rules of the regulated markets and the relevant Instructions, as well as the Rules of the multilateral trading facilities organized and managed by Borsa Italiana S.p.A., referred to as "Guide to the Parameters", communicated in a Notice and available on the Borsa Italiana website;
<b>High-frequency algorithmic trading or HFT</b>	means the trading technique specified in Article 4(1)(40), of Directive 2014/65/EU and Article 19, of Regulation 2017/565/EU
<b>High-frequency trader</b>	means the intermediary using a <b>high-frequency algorithmic trading</b> technique, as specified in Article 4(1)(40), of Directive 2014/65/EU and in Article 19, of Regulation 2017/565/EU
<b>ICSD Segment</b>	shall mean the segment in which are tradable financial instruments referred to in article 220 and divided pursuant to the guidance 200.1 and settled via the settlement systems referred to in the guidance 500.2 b)
<b>Issuer</b>	Indicates the subjects issuing the instruments referred to in Article 220
<b>Interconnection</b>	means the linking to markets, via market <b>intermediaries</b> : of customers of market <b>intermediaries</b> , the connection of which may take place in " <b>direct electronic access</b> " mode or in another mode; or organisational units of market <b>intermediaries</b> 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 <b>intermediary</b> . The connection of customers of the market intermediary, in "direct electronic access" mode (DEA), can take place through the technical structure of the market <b>intermediary</b> (Direct Market Access or DMA) or directly (Sponsored Access or SA).
<b>Liquid market for the financial instrument</b>	means the liquid market as specified in Article 2, paragraph 1(17), of Regulation 2014/600/EU
<b>Market making agreement</b>	means the market making agreements

	that <b>Borsa Italiana</b> must offer, in compliance with Regulation 2017/578/EU, to the Intermediaries pursuing a <b>market making strategy</b>
<b>Market making strategy</b>	means the trading that is carried out on own account by an <b>algorithmic trader</b> 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
<b>Mifid2 Market Maker</b>	means the intermediary that has underwritten a <b>market making agreement</b> with <b>Borsa Italiana</b> , in accordance with Regulation 2017/578/EU
<b>Minimum lot</b>	the minimum quantity of financial instruments that may be traded in market; the trading lots higher than the minimum lot may be traded only if they are a multiple of the minimum lot.
<b>Multilateral trading facility</b>	a facility referred to in article 4, subparagraph 1, number 22 of directive 65/2014/EU
<b>Negotiated transactions</b>	means the transactions negotiated privately between intermediaries, placed on the market according to the rules specified in Article 2050
<b>Notice</b>	The publication prepared and distributed by Borsa Italiana containing information relevant to the operation of the SeDeX market
<b>Parity/multiple</b>	means the number of underlying assets for each securitised derivative financial instrument traded on the <b>SeDeX market</b>
<b>Public rating</b>	Public rating means the creditworthiness: <ul style="list-style-type: none"> <li>a) requested by the <b>issuer</b> and disclosed to the market following Consob regulations, and/or notified by the <b>issuer</b> to persons that are not subject to a duty of confidentiality – regardless or whether such duty is based on law, on regulations, on articles of association or on a contract – or notified by the rating agency to persons different from the <b>issuer</b></li> </ul>

	itself;
	b) not requested but somehow attained by the <b>issuer</b> , if disclosed by the <b>issuer</b> itself to persons that are not subject to a duty of confidentiality, regardless or whether such duty is based on law, on regulations, on articles of association or on a contract.
<b>Quote</b>	The type of order that must be used by <b>specialists</b> on the <b>SeDeX market</b> to perform the obligations established in the Rules. This type of order allows such <b>specialists</b> to update their bid and offer quotations with a single operation
<b>Regulated Markets</b>	The Markets authorized pursuant to Article 44 of Directive 2014/65/EU
<b>SeDeX financial instruments</b>	The financial instruments admitted to trading in the <b>SeDeX market</b> as provided in accordance with Article 200
<b>SeDeX Market</b>	A MTF of securitised derivatives financial instruments managed and organised by <b>Borsa Italiana</b>
<b>Specialist</b>	Any market <b>intermediary</b> that undertakes to support the liquidity of the instruments traded in the <b>SeDeX market</b> or the third party appointed to perform the functions referred to in Article 4001
<b>Statutory audit</b>	The audit of solo or consolidated annual accounts, carried out pursuant to Legislative Decree no. 39 of 27 January 2010 by a <b>statutory auditor</b> or a <b>statutory auditing company</b> . The audit cannot be performed by the supervisory body of the <b>issuer</b> or either of its members.
<b>Statutory audit or statutory audit company</b>	A party entered in the Register set up pursuant to Article 2 of legislative decree January, 27 2010 no. 39
<b>SDIR</b>	shall mean the dissemination system of regulated information pursuant to transparency Directive
<b>Trading Manual</b>	means the "Guide to the new Trading System" made available on the website of <b>Borsa Italiana</b>
<b>Tick</b>	the minimum difference between the prices of orders, established in the Guidance, for each financial instrument traded;

# **GENERAL PROVISIONS AND INSTRUMENTS ADMITTED TO TRADING**

## **General provisions**

### **Purpose of the Rules**

100	These Rules govern the organization and management of the <b>multilateral trading facility</b> operated by <b>Borsa Italiana</b> and called the <b>SeDeX market</b> .
110	These Rules establish the organizational and operational conditions and procedures of the <b>SeDeX market</b> and, in particular, govern: <ul style="list-style-type: none"> <li>110.1 the conditions and procedures for the admission, exclusion and suspension of <b>SeDeX financial instruments</b> from trading;</li> <li>110.2 the conditions and procedures for the admission, exclusion and suspension of <b>intermediaries</b> from trading and their obligations;</li> <li>110.3 the conditions and procedures for the performance of trading and the functioning of the related instrumental services;</li> <li>110.4 the procedures for verifying, publishing and disseminating prices and information.</li> </ul>

### **Organizational principles of the market**

120	<b>Borsa Italiana</b> performs its functions, in particular the admission, suspension and revocation and the surveillance of the <b>SeDeX market</b> in a non-discriminatory manner and using procedures defined on a general basis.
121	<b>Borsa Italiana</b> , in its operation of the <b>SeDeX market</b> , equips itself with and maintains an organizational structure likely to prevent potential conflicts of interest. In particular, it ensures that the heads of the departments responsible for the functions referred to in Article 120 enjoy complete independence in carrying out examinations and making proposals. In performing these functions, the heads of department answer exclusively to the CEO.
122	<b>Borsa Italiana</b> equips itself with and maintains an internal control system that checks compliance with the law and internal rules and procedures.

## **Instruments that can be traded on the SeDeX market**

### **Tradable instruments**

200	Shall be admitted in the electronic securitized derivatives market ( <b>SeDex market</b> ) securitized derivatives financial instruments.
201	Securitized derivative financial instruments shall mean financial instruments

whose value is linked to the prices of the underlying assets referred to in Article 230.

### **Request for Admission**

G	210	<b>Borsa Italiana</b> may admit financial instruments referred to in Article 200, to trading at the request of an <b>issuer</b> , in accordance with what is provided for in the guidance, provided the conditions set out in the following articles are satisfied.
	211	<p>The <b>issuer</b> must produce an admission document, which may consist of the following categories of documents:</p> <ul style="list-style-type: none"> <li>a) a prospectus approved by the competent authority in accordance with the Prospectus Regulation; or</li> <li>b) a base prospectus approved by the competent authority in accordance with the Prospectus Regulation, with the definitive conditions; or</li> <li>c) a registration document accompanied by the information note on the financial instruments approved by the competent authority in accordance with the Prospectus Regulation or, alternatively, accompanied by the KID required by Regulation No. 1286/2014; or</li> <li>d) an admission document containing information referred to Annexes 6 or 7 and 14 or 15 of Delegated Regulation 2019/980. In any event, this information must be sufficient to permit investors to make an investment decision concerning the financial instruments and contain all other information that Borsa Italiana may request to facilitate the orderly conduct of trading.</li> </ul> <p>This document must be made available to the public on the <b>Issuer's</b> website as soon as possible and in any case at least one day before the start of the trading.</p> <p>The documents referred to at letters a), b) and c) must be valid pursuant to the regulation from the moment of the submission to the date of admission to trading. The Issuer is not allowed to produce a prospectus/base prospectus solely for the admission to trading on a regulated market.</p> <p>As regards the document referred to in letter d) if, with reference to the financial information, where the closing date of the annual account is more than 9 months before the date of admission, they should include at least an interim balance sheet and income statement of the <b>issuer</b> on a solo or consolidated basis – drawn up on the basis of the formats in force for listed <b>issuers</b>, accompanied by explanatory notes – with reference to at least the 6 months subsequent to the closing date of the last annual account.</p> <p>At any time after the admission document is filed and before the admission date, new material facts, errors or imprecisions arise or emerge in respect of the information set out in the admission document, or which may impact the evaluation of the product, a supplementary admission document must be prepared containing the details of the new facts, errors or imprecisions.</p> <p>On the first page of the document referred to in letter d), or the admission document supplementary where required in a prominent position, in boldface type, the following sentence should be written:</p> <p style="text-align: center;">“Consob and <b>Borsa Italiana</b> have neither examined nor approved the content of this document.”</p>



**Conditions for the admission of financial instruments**

G	220	<p><b>SeDeX financial instruments</b> must be:</p> <p>220.1 Issued by companies or national or foreign entities subject to prudential supervision with, at the time of submission of the application for admission to listing for each instrument, an amount of own funds of at least €25 million and risk management and control systems in conformity with the prudential supervisory provisions to which they are subject;</p> <p>220.2 Issued by companies or national or foreign entities whose exclusive corporate purpose is to make one or more issues of financial instruments;</p> <p>220.3 Issued by companies or entities for which the obligations connected with the issue are unconditionally and irrevocably guaranteed by another person (guarantor) belonging to the category referred to in article 220.1.</p> <p>220.4 In the case referred to in article 220.3 the requirements and duties provided into the article 220 to for the <b>issuer</b> shall be deemed to refer to the guarantor of the issue.</p> <p>220.5 Securitised derivative financial instruments may be admitted to trading when they are of an <b>issuer</b> 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 <b>issuer</b> has been in operation for a shorter period), of which at least the latest must be accompanied by an opinion of a <b>statutory auditor or an statutory auditing company</b> 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 <b>statutory auditor or the statutory auditing company</b> has rendered an adverse opinion or a disclaimer. In the case of recently created <b>issuers Borsa Italiana</b> may accept, instead of audited annual accounts, a balance sheet and income statement for a period of less than one year provided they have been audited by a <b>statutory auditor or a statutory auditing company</b>. The <b>issuer</b> must also have assigned the <b>statutory audit</b> 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.</p> <p>220.6 Where the <b>issuers</b> of securitised derivative financial instruments or the securitised derivative financial instruments has been rated by a local or international credit rating agency in the twelve months preceding the submission of the application, the rating or its update must be notified to <b>Borsa Italiana</b> if public, with an indication of the rating, if any, of the individual issue. This information will be disclosed to the market in the <b>Notice</b> establishing the date of the start of trading</p> <p>220.7 <b>Borsa Italiana</b> may, for the purpose of evaluating the suitability of the <b>issuer</b> of securitised derivative financial instruments, take into consideration the latter's previous experience with securitised derivative financial instruments, and may ask it to describe the risk-hedging strategies it intends to adopt in connection with the issue.</p>
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**Underlying assets**

230	230.1	Securitised derivative financial instruments may be admitted to listing that are
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based on underlying assets specified in the guidance sec 10 , for which a reliable and up-to-date price or some other measure of value is available to the public.

- 230.2 **Borsa Italiana** may require the **issuer** of securitised derivative financial instruments 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.
- 230.3 Where, upon the reaching of given values of the underlying or the occurrence of given events, securitised derivative financial instruments 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**.
- 230.4 For the admission to listing of securitised derivative financial instruments, 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; **Borsa Italiana** may require the **issuer** to specify the percentage composition of the various components of the financial instrument and the commissions;
  - b. where settlement in cash is envisaged, the procedure for fixing the settlement price must guarantee that such price correctly reflects the price or other measure of the value of the underlying;
  - c. where the underlying is a financial instrument in conformity with what is established in the listing prospectus, settlement may consist in the physical delivery of the underlying, provided that the underlying financial instrument can be settled within the settlement system in which the securitised derivative financial instrument is settled;
  - d. 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** notifies such adjustments to **Borsa Italiana**, for dissemination to the market, appropriately in advance of the date on which the adjustments will take effect. The Guidance sec. 10.3 shall apply.
  - e. where payment of one or more conditional periodic amounts is required, at least three trading days must pass between the valuation date and the record date for the periodic amount.
- 230.5 For securitised derivative financial instruments issued by persons referred to in Article 220.2, 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.
- 230.6 For the listing of securitised derivative financial instruments, there must be a **specialist**.
- 230.7 In any case, **Borsa Italiana** shall reserve the right to reject the admission to

- listing of securitised derivative financial instruments in order to ensure the stability and proper trading of the underlyings related thereto.
- 230.8 For securitised derivative financial instruments belonging to the segments referred in the Guidance 200.1, letters a), c) and d) class A, a **parity/multiple** must be established.
- 230.9 For securitised derivative financial instruments identified in the present Rules, provision must be made for their exercise as specified in the present Rules.

Sec      *Guidance to the Rules*  
10        *Underlying Asset*

- 10.1      *Pursuant to Article 230, the following assets may underlie the securitised derivative financial instruments admitted to trading:*
- a) *shares traded on a **regulated market** or in multilateral trading facilities or in markets of countries belonging to the OECD and are highly liquid;*
  - b) *bonds or other debt securities of **issuers** other than the **issuer** of the securitised derivative financial instruments, traded in a **regulated market** or in multilateral trading facilities or in markets of countries belonging to the OECD and are highly liquid;*
  - c) *official interest rates or interest rates widely used in capital markets that are not open to manipulation and that are marked by transparent methods of observation and dissemination;*
  - d) *foreign currencies whose exchange rate is recorded continuously by the competent authorities or bodies and which are convertible;*
  - e) *commodities for which there is a reference market characterised by the availability of continuous and updated information on the prices of the assets traded;*
  - f) *indexes or baskets of the assets referred to in the subparagraphs of this paragraph and baskets of indexes of the same assets, provided such baskets and indexes are characterised by transparent methods of calculation and dissemination. **Borsa Italiana** may ask **issuers** what methods of calculation and management they use for such baskets and indexes;*
  - g) *derivative instruments based on assets referred to in the preceding subparagraphs for which there is a **liquid market** characterised by the continuous availability of updated information on the prices of the contracts;*
  - h) *units/shares of open-end CIUs. The units/shares of open-end CIUs underlying securitised derivative financial instruments belonging to the categories "covered warrant plain vanilla" and "leverage certificates" referred to in guidance sec. 201.1, paragraphs 1(a) and 1(c), must be admitted to trading on regulated markets or in multilateral trading facilities or in markets of countries belonging to the OECD with continuous trading; covered warrant plain vanilla whose underlying is represented by units or shares of open-ended CIUs, with a daily NAV and not traded continuously are eligible in the category "structured/exotic covered warrant" referred to in the guidance sec. 201.1, paragraph 1(b).*
- 10.2      ***Borsa Italiana*** reserves the right to admit, at the request of an **issuer**, securitised derivative financial instruments based on assets other than those referred to in the preceding paragraph to listing, without prejudice to

article 230.

10.3 *These adjustments must be notified ordinarily with an advanced of 2 days with respect to the date in which the adjustment will take effect. In the case of extraordinary events for which the adjustment coefficient can be calculated only at the end of the trading session immediately preceding the effective date, the deadline is to be understood as 1 day compared to the date in which the adjustments will be effective.*

10.4

*Pursuant to Article 230.9, for securitised derivative financial instruments provision must be made for automatic exercise at maturity, to be activated if the settlement amount is positive.*

### **Transferability of financial instruments**

G	231	<b>Financial Instruments</b> must be:
	231.1	freely transferable; and
	231.2	suitable for settlement in the manner referred to in Article 5000
	232	<b>Borsa Italiana</b> may make <b>admission to trading</b> subject to any condition regarding the financial instrument that it deems desirable and that is explicitly notified to the applicant subject; it may also exercise discretion in admitting financial instruments to trading for which an application has been made, also by way of derogation from the requirements for admission of the preceding articles.
	233	<b>Borsa Italiana</b> may reject an application for <b>admission to trading</b> , taking account, among other things, of the characteristics of the <b>Issuer</b> and of financial instrument, of the characteristic of the transaction and the liquidity of the market on which the instrument is traded. <b>Borsa Italiana</b> shall inform the applicant subject.

Sec *Guidance to the Rules*

20 *Procedure for instruments' **admission to trading***

20.1 *Persons referred to in Article 210 shall present an application that is signed by their legal representative or duly authorized person, drawn up in accordance with the model form available on **Borsa Italiana's** website and accompanied by the documentation indicated therein*

20.2 *After verifying their completeness, **Borsa Italiana** confirms the receipt of applications.*

20.3 *Within 10 trading days of the date of confirming receipt of an application, **Borsa Italiana** must inform the applicant that the application has been rejected or, in the case of its being accepted, issue a **Notice** establishing the date of the start of trading and making available the information needed for trading.*

20.4 *The time limits referred to in Sec. 20.3 may be interrupted by a notification from **Borsa Italiana** if it becomes necessary to acquire new information and documents. In this case the time limits shall start to run again from the date of receipt of the relevant documentation. The time limits referred to in Sec. 20.3 may be suspended at the request of the person referred to in Article 210.*

20.5 Applications shall be deemed annulled if they are not modified, completed or corrected within two months of their receipt.

20.6 In the context of the admission procedure, the parties referred to in article 210 may use the **SeDex market** for the distribution of the financial instruments referred to in Article 200. In this case, **Borsa Italiana** shall verify the admission requirements of the **issuer** and of the financial instruments and shall receive the request for **admission to trading**. Following this, it shall admit the financial instrument and commence trading of purchase and sales contracts on the market. At the end of the sale phase, if successful, and subject to compliance with the requirements laid down in these Rules, the admission shall become final and **Borsa Italiana** shall establish the date for the start of trading on the **SeDex market**.

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

The procedures for distribution via the **SeDex 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** 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 notify the days on which the distribution is to take place, the price, the day on which the **issuer** 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.

Based on defined and transparent criteria, the issuer has the option to restrict participation to the distribution process to specific intermediaries admitted to trading.

The contracts concluded during the distribution phase via electronic trading systems cannot be deleted.

Sec. Guidance to the Rules

21 Procedure for the **admission to trading** of securitised derivative financial instruments **issued under an issue programme**

21.1 **Issuers** referred to in article 210 who intend to implement or have implemented an issue programme for securitised derivative financial instruments shall apply to **Borsa Italiana** for a declaration of admissibility to listing of the financial instruments to be issued under the programme according to the form made available by **Borsa Italiana** through the special electronic venue. **Borsa Italiana** shall issue the declaration within 20 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 securitised derivative financial instruments 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**.

21.2 **Issuers** referred to in article 210 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 the guidance 21.1.

21.3 **Issuers** referred to in article 210 who modify the characteristics of the financial instruments that **Borsa Italiana** has declared to be admissible, shall apply for confirmation of the clearance according to the form made available by **Borsa Italiana** through the special electronic venue. **Borsa Italiana** shall

respond within 10 trading days of the submission of the application with all the prescribed documentation.

- 21.4 *In order to list securitised derivative instruments issued under a programme, **issuers** referred to in article 210 shall submit a listing application to **Borsa Italiana** complete with the documentation required and according to the form made available by **Borsa Italiana** through the special electronic venue. Within 5 trading days of the date the documentation to be attached to the application is completed, **Borsa Italiana** shall decide and notify the admission decision to the **issuer**.*
- 21.5 **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**.
- 21.6 **Borsa Italiana** may send a notification interrupting the time limits referred to in the guidance sec 21.1 and 21.5 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.

#### **Suspension and revocation of instruments**

234	<b>Borsa Italiana</b> may:
234.1	suspend the trading of <b>financial instruments</b> if the regularity of the market for the instrument is temporarily not guaranteed or risks not being guaranteed, if this is necessary to protect investors, if the instruments have been suspended on other <b>regulated markets</b> where they are traded;
234.2	revoke the <b>admission to trading</b> of <b>financial instruments</b> in the event of a prolonged lack of trading or where <b>Borsa Italiana</b> deems it to be necessary subject to its giving the market advance <b>Notice</b> ;
235	The suspension of an <b>financial instrument</b> may not be for more than 6 months, except in <b>exceptional circumstances</b> ; where, at the end of such period, the reasons for the suspension still exist, <b>Borsa Italiana</b> shall initiate the procedure for the revocation of the <b>financial instrument</b> .
236	Suspensions and revocations shall be announced in a <b>Notice</b> .

#### **Exclusion from trading of the financial instrument upon request**

237	<b>Issuers</b> may also apply for the delisting of financial instruments listed <b>on the SeDeX market</b> if the following conditions occur: <ul style="list-style-type: none"> <li>a) the <b>issuer</b> possesses all the financial instruments;</li> <li>b) they were not traded in the two sessions preceding the date of the application for their delisting;</li> <li>c) an undertaking by the <b>issuer</b> guaranteeing there will be no trading until the delisting date established by <b>Borsa Italiana</b>.</li> </ul>
237.1	For the purpose of delisting, <b>issuers</b> shall send <b>Borsa Italiana</b> an application using the electronic channel (NIS Tech), or, in case of malfunctioning, by sending a written application, signed by their legal representative, compliant with Model 4 and completed with the same documentation indicated in Model 4.
237.2	<b>Borsa Italiana</b> , having received a delisting application from an <b>issuer</b> and made the necessary checks, within 5 trading days of receiving the application,

shall delist the financial instruments and indicate the date from which the delisting shall be effective.

### **Delisting**

240 **Borsa Italiana** shall delist securitised derivative financial instruments the second day prior to the maturity date of the securities themselves, taking into account of the opening days of the settlement system involved. If such day is a non-trading day, the delisting day is the first following trading day.

241 **Borsa Italiana** shall delist securitised derivative financial instruments, for which the settlement amount at maturity is observed in advance of the cancellation determined in accordance with article 240, in the following manner:

- a) for "leverage certificates" and "investment certificates", on the trading day after the prescribed one for the observation of the price of underlying asset, unless a motivated request is submitted by the issuer.
- b) for "plain vanilla covered warrants" and "structured/exotic covered warrants", on the trading day in which the price of the underlying asset is determined, unless a motivated request is submitted by the issuer.

If the date of cancellation is a non-trading day, the date of cancellation shall be the first subsequent trading day.

242 Notwithstanding article 241, **Borsa Italiana**, taking into account the characteristics of the financial instrument contained in the documents referred to in article 211, and of the time remaining to maturity, may keep securitised derivative financial instruments referred to in paragraph 2 listed and promptly announce the decision in a **Notice**.

### **Disclosure obligations**

310 310.1 The subject referred to in Article 210 shall send **Borsa Italiana** the information of a technical nature needed for the functioning of the market.

310.2 The guarantors of issues of securitised derivative financial instruments must comply with the same disclosure requirements vis-à-vis **Borsa Italiana** as, under laws and regulations in force, **issuers** of financial instruments admitted to listing.

310.3 **Issuer** shall transmit the technical information using the specific electronic venue made available by **Borsa Italiana**, (NIS Tech), or, in the case of malfunctioning, by using the following e-mail address: [infofi&sd@borsaitaliana.it](mailto:infofi&sd@borsaitaliana.it).

310.4 Should the applicant not avail itself of a **SDIR**, the inside information disseminated according the law must be sent to Borsa Italiana using the e-mail address: infofi&sd@borsaitaliana.it.

310.5 The **issuer** shall anticipates **Borsa Italiana**, also verbally and giving adequate **Notice** of the possibility of publishing inside information while financial instruments are being traded.

311 The entity referred to Article 210:

311.1 must publish their **statutorily audited** annual accounts without delay and in any case not later than six months from the end of the financial year to which they refer;

- 311.2 where the **issuer** or a single issue has received a rating from a local or international independent rating agency, such ratings, if in the public domain, must be made known to the market. **Issuers** shall also undertake to disclose any subsequent changes in their ratings in the same way;
- 311.3 must communicate, before the start of the trading, the website where it makes available the KID required by the Regulation 1286/2017;
- 311.4 at the time they are admitted to the market, **issuers** must choose whether they will use Italian or English for their disclosures to the public and no change may be made to the language chosen without the agreement of the holders of the financial instruments.

- 312 In the case of the financial instruments referred to in Articles 220 **Borsa Italiana** may request to provide any further information in the manners and in the terms considered appropriate. **Borsa Italiana** may also request to publish such information.

- 313 313.1 **Borsa Italiana** shall establish, within the framework of the market calendar, the dates for the corporate actions involving detachment of coupons representative of rights of **securitised derivative instruments**. In the calendar the reference date shall be any open market day.
- 313.2 Payment of periodic amounts on securitised derivative financial instruments shall be paid in accordance with the dates established in the relevant provisions of the financial instruments as described in the documents referred to in article 211, and considering the settlement calendar of the instrument.
- 313.3 The **issuer** shall also notify the name of the person in charge of the communication of the information referred to in this article or the substitute.
- 313.4 **Issuers** that provide for the payment of a periodic amount must promptly inform **Borsa Italiana** of the amount thereof and in any case at least one trading day before the first day on which the financial instrument is traded ex rights. The date from which the financial instrument is traded ex rights will be announced by **Borsa Italiana** in a **Notice** taking into account the provisions of the financial instruments as described in the documents referred to in article 211.
- 313.5 **Issuers** that provide for the possibility of early redemption must notify the planned date as soon as known, and in any case with at least three trading days in advance to that date.
- 313.6 **Issuers**, in the cases referred to in the Guidance sec 10.4 and article 313.5 shall promptly inform **Borsa Italiana**, at the latter's request, of the settlement amount of maturing securitised derivative financial instruments.



# **MEMBERSHIP**

## **General provisions**

1000	The market <b>intermediary</b> is an entity that has been admitted to trading by <b>Borsa Italiana</b> in the <b>SeDeX market</b> as described above.
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### **Intermediaries admitted to trading and procedure for admission to trading**

G	1010	The following may participate in trading in the <b>SeDeX market: intermediaries</b> 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 <b>Borsa Italiana</b> in the guidance.
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Sec. *Guidance to the Rules*

100 **Intermediaries admitted to trading**

100.1 *The following may participate in trading in the **SeDeX market:***

- a) *persons authorised to provide the services and engage in the activity of dealing for own account and/or executing orders on behalf of clients under the Consolidated Law on Finance, the Consolidated Law on Banking or other special provisions of Italian law;*
- b) *banks and investment firms authorised to provide the services and engage in the activity of dealing for own account and/or executing orders on behalf of clients under laws of other EU countries or of non-EU countries;*
- c) *the firms of non-EU countries entered in the register of non-EU countries kept by ESMA pursuant to Article 48 of Regulation (EU) No. 2014/600 and the firms authorized to provide investments service in non-EU countries in which Borsa Italiana can operate in compliance with the provisions of article 70 of the Consolidated Law on Finance;*
- d) *the entities authorised by the competent Authority of an EU country to provide one or more investment services and activities; insurance companies, the entities authorised to provide collective asset management services, and pension funds. These entities must satisfy the requirement indicated at letter e), point 2;*
- e) *firms set up in the legal form of a società per azioni or a società a responsabilità limitata or equivalent which trade on their own account within the limits imposed in Article 4-terdecies, paragraph 1, letter d), of the Consolidated Law on Finance:*
  1. *the persons performing administrative, management and supervisory functions and those responsible for trading activity and the internal control function satisfy adequate integrity requirements;*
  2. *they have established an internal audit function that does not depend hierarchically on any person with operational responsibilities and that makes periodic checks on the activity of trading in financial instruments; **Borsa Italiana** may exempt intermediaries from this requirement after evaluating their size (proportionality principle);*
  3. *they have adequate financial resources to ensure the business continuity of the trading service and which are not less than 50,000 euros.*

- 100.2 *The participation of companies according to guidance sec. 100.1 letter e), established in a non-EU Country is subject to the conclusion of agreements between Consob and the corresponding supervisory authorities in the home country.*

G	1011	For the purposes of <b>admission to trading</b> in the <b>SeDeX market</b> , <b>intermediaries</b> shall send <b>Borsa Italiana</b> a written request conforming with what is provided for in the guidance .
	1012	As of the date on which <b>Borsa Italiana</b> notifies <b>intermediaries</b> of receipt of the <b>intermediary's</b> request referred to in article 1011 with an invitation to complete the participation documentation, <b>intermediaries</b> are required to comply with the <b>General Conditions for the supply of services</b> referred to in rule 1301 and these rules and the accompanying guidance insofar as they are applicable in the meantime.
	1013	Within one month of the day the participation documentation is completed <b>Borsa Italiana</b> shall decide on the <b>intermediary's</b> request. <b>Borsa Italiana</b> may extend the time limit not more than once and for up to a maximum of one month where it is necessary to obtain additional information and shall inform the applicant accordingly.

Sec. *Guidance to the Rules*

110 *Procedure for **admission to trading***

- 110.1 *Requests referred to in rule 1011 must be made by signing and sending to **Borsa Italiana** the "Request for Services" available via **Borsa Italiana's** Member Portal, together with a copy of the authorisation issued by the competent Authority, if any.*

- 110.2 *Subsequent to the notification referred to in article 1012, market **intermediaries** are required to complete the participation documentation, using the forms and functions available via **Borsa Italiana's** Member Portal with the following data:*
- a) information concerning the participation requirements;*
  - b) information concerning the offer of the "**direct electronic access**" service specifying whether it takes place through the technical structure of the market **intermediary** through a DMA or directly through a sponsored access;*
  - c) declaration showing that before use of each trading algorithm, and whenever a substantial update is made to each of them, the operator has run tests as appropriate to avoid creating abnormal trading conditions and indicates the environment in which the tests of these algorithms were run;*
  - d) information about "**high frequency algorithmic trading**";*
  - e) information concerning the systems for accessing the market, including the identification of any third parties and/or Service Providers including the order for technological infrastructure and the confirmation of the execution of technical-functional tests;*
  - f) declaration showing that specific procedures for use of the order cancellation function have been implemented, and which also shows whether the technical procedures for cancelling orders are available on the intermediary's systems or in the market functions (kill functionality);*
  - g) in the case of indirect participation in the settlement service, a declaration referred to in rule 1100 communicated by the market **intermediary** and the **intermediary** participating in the settlement service;*
  - h) in the case referred to in guidance sec. 100 (e) declaration of the legal representative or by a duly authorised person of the company that confirms the compliance with the requirements for the good reputation of the parties indicated therein;*

- i) in the case referred to in guidance sec. 100.1(e declaration of the legal representative or by a duly authorised person of the company that confirms—that the internal audit function has been assigned to conduct periodic audits on the trading of financial instruments;
- j) a declaration of the legal representative or by a duly authorised person of the company containing a statement of the adequacy of the financial resources to ensure the business continuity of the trading service and which are not less than 50.000 euros.
- k) for the market **intermediaries** that offer the "direct electronic access" service to sponsored customers:
  - a) request for a specific access code for each sponsored customer;
  - b) the declaration by the **intermediary** confirming that it has verified the suitability of the sponsored customers in accordance with Regulation EU 589/2017 and certifying that the sponsored customer complies with the participation requirements for market intermediaries;
  - c) the request of activation of appropriate features necessary to suspend the sponsored customer's access, to proceed with the massive cancellation of unexecuted orders entered by the sponsored customer, and to monitor in real time the operation in the sponsored customer's market.
  - d) for each access code given to the sponsored customer, a specific list of the trading staff authorised to request the deletion of the orders entered, referring to the access code given to the sponsored customer. This list must comply with the requirements of Guidance 160.3.
  - e) the indication of the name of the contact person for the information technology function for the operations of the sponsored customer, available during market hours, if different from the contact person for the information technology function of the market intermediary.

110.3 **Intermediaries** already admitted to trading on a **regulated market** or a **Multilateral Trading Facilities** managed by **Borsa Italiana** that intend to request to participate in the **SeDeX market** shall send **Borsa Italiana** the simplified version of the "Request for Services". Without prejudice to guidance sec. 100, **Borsa Italiana** reserves the right to consider fulfilled membership requirements referred to in guidance Sec. 120 and not to require the documentation already provided by the **intermediary** in connection with its participation in other **regulated markets** or **Multilateral Trading Facilities** that it manages. The procedure referred to in articles 1011, 1012 and 1013 shall apply insofar as it is compatible.

110.4 If **Borsa Italiana's** Member Portal is unavailable, **intermediaries** may transmit the participation documentation to **Borsa Italiana** using one of the other means of communication specified in the **General Conditions for the supply of services**.

1015	Market <b>intermediaries</b> shall ensure continued satisfaction of the authorisation and other requirements referred to in article 1010 and of the conditions referred to in article 1020.
1016	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: <ul style="list-style-type: none"> <li>a) suspension or cancellation of a stockbroker under Article 201 of the Consolidated Law on Finance;</li> <li>b) extraordinary administration;</li> </ul>

- c) compulsory administrative liquidation;
- d) another bankruptcy procedure;
- 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.

1017 The cessation of direct or indirect participation in the settlement system and in the clearing and guarantee systems of transaction 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 market until they are again able to settle trades, directly or indirectly.

1018 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.

### **Condition for admission and continued eligibility**

G	1020	The admission of intermediaries to trading shall be subject to verification by <b>Borsa Italiana</b> , in accordance with objective non-discriminatory criteria, of fulfilment of the following conditions on a continuing basis:
	1020.1	adequacy of the technological systems used for trading and associated activities carried on and the number and types of interconnections with the market, and their compatibility with the electronic data processing and telecommunication support systems adopted by <b>Borsa Italiana</b> for the operation of the market;
	1020.2	sufficient staff with adequate professional qualifications in relation to the types of activity carried on and the types of <b>interconnection</b> with the market;
	1020.3	adequate internal procedures and controls for trading activity;
	1020.4	adequate clearing and guarantee and settlement procedures;
G	1020.5	<b>intermediaries</b> may entrust the management of technological systems to third parties, subject to the conditions laid down in the guidance sec. 130;
G	1020.6	the admission of <b>intermediaries</b> shall also be subject to verification of direct or indirect participation in the settlement systems provided in the guidance sec. 500 and participation in their accessory systems (trade-checking systems); sec. 135 shall apply;
	1020.7	in order to comply with the conditions of this paragraph, <b>intermediaries</b> must satisfy the minimum requirements laid down in the guidance to rules.

Sec. *Guidance to the Rules*  
120 *Requirements for participation*

- 120.1 *For the purpose of complying with the conditions referred to in rule 1020, market **intermediaries** must attest that:*
- a. *their trading staff know the rules and operating procedures of the market and the technical instruments for trading and have adequate professional qualifications;*
  - b. *persons acting as **specialists** for **SeDeX financial instruments**, in addition to satisfy the requirements specified above for traders, must know the rules governing*

- and the manner of performing the activity of **specialists** and the related technical instruments;
- c. the obligations set out in paragraph (a) and (b) apply to the market intermediaries providing trading services in financial instruments, including through the use of systems that do not involve human intervention. These systems shall be programmed in accordance with the rules, the operating procedures of the market and the technical instruments used for the activity concerned. The operators assigned to the programming of these systems shall have appropriate professional qualifications;
  - d. they have ensured the presence of a compliance officer who must have a good knowledge of the of these **Rules**. The compliance officer shall also be entrusted with relations with **Borsa Italiana's** trading supervision office.  
Intermediaries shall send **Borsa Italiana** the name of a compliance officer, who must be on call during trading hours. To ensure the continuity of the function in the absence of the compliance officer, **intermediaries** shall send, in advance or on a case-by-case basis, the name of a deputy. This communications are made using the forms and functionalities available on **Borsa Italiana's** Member Portal;
  - e. they have adequate systems, procedures and controls for trading activity including specific procedures for use of the order cancellation function and settlement procedures that reflect the characteristics of the firm and activity performed;
  - f. they have an internal IT unit that is in terms of number, experience and specialisation of the staff to guarantee the continuous and prompt functioning of the trading and settlement systems used, taking into account the degree of automation of their internal procedures and any recourse made to outsourcing. The market **intermediary** shall send to **Borsa Italiana** the name of an IT contact person, who must be on call during trading hours. To ensure the continuity of the function in the absence of the IT contact person, **intermediaries** shall send, in advance or on a case-by-case basis, the name of a deputy using the forms and functionalities available on **Borsa Italiana's** website.
- 120.2 When carrying on the trading activity and associated activities, the market **intermediary** shall avail itself of technological systems which are adequate for the interaction with the electronic data processing and telecommunication support systems of the market, for which **Borsa Italiana** has issued the conformance certification (so called conformance test). The7 conformance certification must be completed before the market access systems are used and before any substantial updating of such access systems or of the market trading system in accordance with the manner indicated in the Trading Service Manual. The conformance certification must also be completed for each direct connection of sponsored costumers (the so called sponsored access). For the execution of the conformance test the subscription of specific **general conditions for the supply of services** is requested.
- 120.3 Traders and **specialists** may perform their activities for more than one market **intermediary** only when the market intermediaries they are acting for belong to the same group.
- 120.4 Market **intermediaries** may use a third party and/or a group company to perform the activities referred to in guidance sec. 120.3 and those of the compliance officer provided they remain fully responsible for compliance with all the obligations of the Rules and control and coordinate the activities

performed by the persons referred to in the preceding guidance. Market **intermediaries** must inform **Borsa Italiana** accordingly. The agreement between the **intermediary** and the third party/group company must provide for the possibility of **Borsa Italiana**, or its appointees, verifying compliance with the requirements laid down in the Rules directly on the premises of the third party and/or the group company the market **intermediary** uses.

Sec. Guidance to the Rules

130 Conditions for outsourcing technological systems

130.1 Pursuant to Rule 1020.5, **intermediaries** may use **Borsa Italiana** third parties:

- a) for connection to the market;
- b) for the other functions related to the management of technological systems other than connection to the market (e.g. housing and facility management).

130.2 The company offering the connection to the market may provide that the single connection is shared among many **intermediaries**, in the respect of specific segregation criteria. In such case, the company offering the connection to the market is known as a Service Provider and shall be specifically accredited. To this purpose the company shall have a contract for the purpose with **Borsa Italiana**, which shall, among other things:

- a) provide for **Borsa Italiana** or its appointees to be able to check the adequacy of the technological systems with respect to the services provided and their compatibility with **Borsa Italiana's** ICT structures;
- b) provide for **Borsa Italiana** to be able to limit the number of **intermediaries** that a Service Provider may connect to the market;
- c) require the Service Provider to have back-up and disaster recovery procedures in place.
- d) the possibility for the Service Provider to offer also the services referred to in the preceding guidance 130.1 letter b).

130.3 **Borsa Italiana** may refrain from requiring the Service Provider contract referred to in Sec. 130.2 to be signed by **intermediaries** that provide the connection to the market to other **intermediaries** belonging to its group.

130.4 Market **intermediaries** must inform **Borsa Italiana** of the execution with third parties, including Service Providers. Such contracts must contain a clause permitting **Borsa Italiana** or its appointees to verify compliance with the technological requirements established in these rules, *inter alia* on the premises of the third party used by the market **intermediary**.

130.5 Market **intermediaries** must also keep adequate documentation on their premises regarding the architecture, functionalities, operating procedures, service levels, controls and contractual guarantees for the activities entrusted to third parties, including Service Providers.

130.6 The contracts between the third parties and market intermediaries must indicate whether in turn the third party subcontracts some of the services outsourced by the market intermediary. If the third party uses in turn subcontractors, provision must be made for **Borsa Italiana** to verify the adequacy of the technological infrastructure on the latter's premises.

130.7 The supervision and control of orders sent to the market may not be delegated to third parties.

Sec. *Guidance to the Rules*135 *Participation in the settlement service*

135.1 Pursuant to article 1020.6 the **intermediary** must participate directly or indirectly both in the settlement service indicated in the guidance sec. 500.2.

135.2 Market **intermediaries**, for the purpose of complying with the conditions referred to in Article 1020.6, letter a), shall attest that:

i) in case of direct participation in the settlement system, the participation to the X-TRM system service;

ii) in case of indirect participation in the settlement system, the participation to the X-TRM system service on his behalf of the intermediary participating in the settlement service.

Participation in the settlement service may differ (direct/indirect) for the **Domestic Segment** and the **ICSD Segment**, and in the case of indirect involvement, the intermediary may avail itself of different liquidators.

**Borsa Italiana** reserves the right to require intermediaries to use different **access codes** for different market segments and to limit the **financial instruments** tradable according to the settlement modality communicated by the intermediary.

1021

If in the performance of its surveillance activity **Borsa Italiana** finds situations or conduct likely to entail risks for the integrity of the market, 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:

1021.1 suspension from trading;

1021.2 imposition of specific requirements relating to: the number and professional qualifications of trading staff; trading system and **interconnection** procedures and controls; and any other matters relevant to ensuring the continued satisfaction of market **intermediaries'** admission requirements;

1021.3 restrict access to the market, including access via **interconnections**, including termination of access for customers of the market **intermediary** directly connected to the market through sponsored or segregation of specific trading activities;

1021.4 imposition of limits on operations or **interconnections**.

1021.5 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, from the moment in which starts the suspension.

1021.6 **Borsa Italiana** may modify or revoke the measures referred to in this rule

1021.7 at any time.

**Borsa Italiana** shall promptly inform the market **intermediary** concerned of the adoption of the measures.

G	1022	Market <b>intermediaries</b> shall notify, in the manner and within the time limits specified in the guidance sec. 140, every variation with respect to the operating conditions referred to in the information provided at the time of submission of the application for admission, according to articles 1020 and 1050.
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Sec. 140 *Guidance to the Rule:*  
Notification of changes in admission conditions as well as changes resulting from corporate actions

140.1 **Intermediaries** admitted to trading shall notify **Borsa Italiana**, using the form and functions available via **Borsa Italiana's** Member Portal or in the other manner specified in the **General Conditions for the supply of services**, of any change in the conditions referred to in articles 1010 and 1020, as well as any change resulting from corporate actions, including changes to the company's name.

140.2 **Intermediaries** must notify changes referred to the guidance sec. 140.1 to **Borsa Italiana** promptly or, in the case of changes in the technological framework or of corporate actions, with due notice with respect to the date on which the changes will become effective, so that **Borsa Italiana** may make the necessary verifications, carry out any technical measures required and inform the market.

140.3 **Borsa Italiana** may request **intermediaries**, with a specific communication, to submit an update of the conditions referred to in articles 1010 and 1020.

	1023	Market <b>intermediaries</b> shall observe these Rules, the accompanying guidance, the applicable <b>Notices</b> and any other technical and operational documents accompanying these rules and the guidance, including Service Manuals. Market <b>intermediaries</b> shall maintain conduct based on principles of correctness, diligence and professionalism in their relations with market counterparties, obligations towards <b>Borsa Italiana</b> and use of the trading systems.
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#### **Exclusion from trading upon request**

	1030	<b>Intermediaries</b> admitted to trading on the market may request to be excluded from trading in the manner specified in the <b>General Conditions for the supply of services</b> referred to in article 1301.
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#### **Appeals and complaints**

C	1040	Appeals and complaints shall be conducted in accordance with the procedures set out in the Compliance Procedures.
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#### **Notifications**

	1050	Market <b>intermediaries</b> shall promptly notify <b>Borsa Italiana</b> of any circumstances of which they are aware, including technical problems with their systems, that prejudice or might prejudice their compliance with these Rules.
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#### **Indirect participation in settlement system**

G	1100	In the case of indirect participation in the settlement system, i.e. where a
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market **intermediary** uses another **intermediary** to settle its contracts, the market **intermediary** and the other **intermediary** must send **Borsa Italiana** a declaration containing:

- 1100.1 an undertaking by the **intermediary** participating in the settlement system to settle contracts concluded in the market by the market **intermediary** up to the time of withdrawal from the agreement, together with the attestation referred to in guidance sec 135.2;
- 1100.2 an authorisation for the market **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 market **intermediary** and the participating **intermediary**.

Sec. *Guidance to the Rule*  
150 *Declaration*

- 150.1 *The request for suspension of the **intermediary** forwarded to **Borsa Italiana** at request of the **intermediary** participating in the settlement system is valid for the entire **SeDeX** market.*

## Compliance and enforcement

### Verification activity and co-operation

1210 For the purpose of verifying compliance with these rules and the accompanying guidance and, more generally, in order to ensure the performance of its functions of organising and managing the market, **Borsa Italiana** may:

- 1210.1 request **issuers** and market **intermediaries** to provide all the necessary information and documents concerning transactions carried out on the market and the respect of information obligations;
- 1210.2 convoke the representatives of **issuers** and market **intermediaries** to clarify specific conduct or situations;
- 1210.3 exclusively for the purpose of verifying compliance with the requirements of rule 1020, carry out examinations on the premises of market **intermediaries**.
- 1210.4 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 rule 1020.6.
- 1210.5 Where evidence is found of presumed violations of these Rules or the accompanying guidance, **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 C010, after it started the procedure referred to in Article C020, when applicable.

1212 Market **intermediaries** shall be liable vis-à-vis **Borsa Italiana** for the conduct of their employees and collaborators. Conduct by traders that violates these rules shall be considered as the conduct of the **intermediary**. Market **intermediaries** are also responsible to **Borsa Italiana** for compliance by their customers connected directly to the market through sponsored access with the Directive 2014/65/EU and the Regulations

		600/2014/EU and 596/2014, as well as the <b>Borsa Italiana</b> Rules.
	1213	<b>Borsa Italiana</b> may co-operate, also by the sharing of information, with other <b>regulated markets</b> and Multilateral Trading Facilities.
C	1214	Where in the course of market surveillance <b>Borsa Italiana</b> acquires evidence suggesting that acts of insider trading or market manipulation may have been committed, it shall immediately report such evidence to Consob.
<b><u>Imposition of sanctions for market intermediaries and issuers</u></b>		
C	1215	Imposition of sanctions shall be conducted in accordance with the procedures set out in the Compliance Procedures.

## Charges and fees

### **General Conditions for the supply of services and fees**

	1300	Market <b>intermediaries</b> are required to pay fees for the services provided in accordance with the amounts, intervals and time limits established by <b>Borsa Italiana</b> on the basis of transparent and non-discriminatory criteria and indicated in the Price List attached to the <b>General Conditions for the supply of services</b> .
	1301	The relationship between <b>Borsa Italiana</b> and market <b>intermediaries</b> concerning participation in trading on the market are governed by the <b>General Conditions for the supply of services</b> , available on <b>Borsa Italiana's</b> Internet site.
	1302	<b>Borsa Italiana</b> shall announce changes to the <b>General Conditions for the supply of services</b> by posting the revised text on its Internet site and in the manner specified in the <b>General Conditions</b> themselves.

## Rules of conduct

### **Rules of conduct**

G	1400	Market <b>intermediaries</b> shall refrain from acts that may prejudice the integrity of the market. <i>Inter alia</i> they may not:
	1400.1	commit acts that are likely to give a false or misleading impression to other market participants;
	1400.2	carry out sham transactions, whose objective is not to transfer ownership of the <b>SeDeX financial instruments</b> traded or to modify their exposure to the market;
	1400.3	commit acts that may impede <b>specialists</b> in fulfilling their commitments;

- 1400.4 carry out, directly or through a nominee, transactions under a prior agreement for the execution, offsetting, and reverse thereof;
- 1400.5 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 present Rules from articles 4020 to 4023 and related guidance. This obligation does not apply to specialists.
- 1400.6 Intermediaries trading SeDeX financial derivatives on commodities must inform Borsa Italiana of the positions held, with the procedures and the schedule indicated in the guidance to Rules.

G	1401	<p>Market <b>intermediaries</b> 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. <b>Intermediaries</b> must implement strategies to ensure the settlement of contracts. If they find they are unable to settle contracts on <b>SeDeX financial instruments</b> within the prescribed time limits, <b>intermediaries</b> may make new sales of such instrument for own or customer account only if they have forms of cover that ensure the availability of the <b>SeDeX financial instruments</b> on the settlement day for the transactions.</p> <p>In order to comply with the conditions set forth in this article, the intermediary must also satisfy the provisions of the Guidance.</p>
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- Sec. 153 *In order to ensure the monitoring of the contractual positions assumed and ensure the settlement of the contracts traded on the Domestic Segment, the intermediaries must adopt internal procedures that allow:*
- a) *the reconciliation of the contracts concluded on the market with the net bilateral balances sent to the settlement service;*
  - b) *the identification of the contracts not settled.*

## Order entry

### Transmission of orders to the SeDeX market

- |      |   |
|------|---|
| 1450 | <p>Market <b>intermediaries</b> shall be liable for all interactions with the electronic data processing and telecommunication support systems adopted by <b>Borsa Italiana</b> for the operation of the market, including trading orders sent to the market and those sent via <b>Interconnections</b>, and their effects. Market <b>intermediaries</b> 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.</p> |
|------|---|

- |      |   |
|------|---|
| 1451 | <p>In order to ensure the smooth technical functioning and efficient use of the electronic trading support system, market <b>intermediaries</b> must observe the technical limits for order entry established on a general basis by <b>Borsa Italiana</b> in the <b>Guide to the Parameters</b>. <b>Borsa Italiana</b> may also establish further limits on the entry and modification of orders in terms of daily frequency, total daily number or ratio of orders to contract concluded. <b>Borsa Italiana</b> shall establish such limits and any fees payable by <b>intermediaries</b> where they are exceeded.</p> |
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| 1452 | <p>Market <b>intermediaries</b> can request to use more than one code to segregate specific trading activities or to segregate different participations</p> |
|------|---|

	in the settlement system. For this purpose market <b>intermediaries</b> must take previous contact with <b>Borsa Italiana</b> .
1453	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 guidance sec. 110.2.
1454	Following the procedures indicated in the guidance, intermediaries must: <ul style="list-style-type: none"> <li>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;</li> <li>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;</li> <li>c. make use of a specific access code to identify the activities to support of the liquidity carried out by specialists and Mifid2 Market Makers;</li> <li>d. provide Borsa Italiana with the information on executed contracts needed to comply with transaction reporting obligations, if such obligations pertain to the market;</li> <li>e. use a specific access code to segregate the activities carried out by customers directly connected to the market through sponsored access. This code is assigned by <b>Borsa Italiana</b> following the approval of the sponsored access application by the market <b>intermediary</b> for its customer.</li> </ul>

Sec. *Guidance to the Rules:*  
155 *Transmission of orders to the market*

155.1 *Market **intermediaries** are required to fulfil the participation requirements and shall be liable for the orders sent to the market.*

155.2 *Market **intermediaries** must organise themselves in order to be able to control orders entered, including those entered via **interconnections**. To this end, attention must be paid to:*

- *the professional qualifications of the persons assigned to trading;*
- *the controls on access to systems that permit the entry of orders via **interconnections**; such controls must make it possible to ensure the fitness and recognition of the persons who operate via **interconnections** and the access controls of the order enter via **interconnections**; In the case of "**direct electronic access**", which consists of a DMA or a sponsored access, the market **intermediary** has to implement procedures enabling it to ensure that the persons who may be guaranteed that access comply with the requirements of Article 22 of Regulation 2017/589/EU; If the market **intermediary** becomes aware that a customer connected to the market through "**direct electronic access**" does not longer meet the above requirements, it shall suspend the access and promptly notify Borsa Italiana;*
- *the controls on the maximum quantities, on the maximum countervalue and prices of orders entered; The sponsored customer is not allowed to set or modify the parameters that apply to the checks on orders entered through the sponsored access mode;*
- *the controls on the overall trading activity carried out by the different*

- persons who operate via **interconnections**;
- the frequency according to which persons who operate via **interconnections** enter order which have overridden controls and systems alert in terms of price, size, countervalue or number.

In order to ensure the adequacy of the systems referred to in rule 1450, market **intermediaries** must equip themselves with controls and automatic alarm systems, taking into account the following elements:

- the price of the last contract;
- spread present on the book <sup>1</sup>
- price quantity and countervalue limits, possibly by instrument;
- possible price impact caused by the order entered;
- minimum order quantity, taking into account the economic significance of the order;
- controls on limit orders in the auction phase, so as to prevent the enter of limit orders at a price that differ substantially from the prevailing market conditions.

155.3 In particular, market **intermediaries** must equip themselves with controls and automatic alarm systems that prevent the entry of anomalous orders, whose price, size, countervalue or number could affect the orderly functioning of the market. To this end market **intermediaries** shall take account of the nature of their activity. In addition the procedures and controls must be adequate to permit the correct entry of orders and the handling of any alarms.

155.4 As for **interconnections**, in addition to providing the persons who send orders via **interconnections** with appropriate professional support, market **intermediaries** shall equip themselves with controls and monitoring systems in order to:

- prevent the entry of orders that exceed the maximum variation thresholds;
- instruct such persons regarding the manner of entering orders. With particular regard to the **Interconnections** providing a sponsored access, the market **intermediary** also provides specific training to the subjects included in the list of authorized subject to request the cancellation of the orders submitted, referable to the access code dedicated to the sponsored customer.

155.5 With regard to the **Interconnections** providing direct electronic access to the market, market **intermediaries** shall also assess whether additional checks are necessary for the appropriate management of the orders of the sponsored customers, taking into account the nature and complexity of the activity carried out by them.

155.6 Market **intermediaries** shall ensure that they can delete orders entered via **interconnections** or, if necessary, restrict the possibility to enter orders via **interconnections** with or without the prior consent of the subject who entered the order via **interconnections**. Notwithstanding the provisions of the paragraphs above, with regard to the **Interconnections** that require a sponsored access, the market **intermediary** must be able, in any case, to manage the suspension of the access to the sponsored customer's market and the massive cancellation of orders entered by the sponsored customer, in the event of suspension or disconnection of the customer, loss of the monitoring of the sponsored customer's market operation or disconnection from the market of the **intermediary**.

155.7 **Intermediaries** have to report the following information via the Member Portal of Borsa Italiana. This information is necessary to complete the

<sup>1</sup> As established in **Notice** 16169 of 12 September 2008, the entry into force will be announced in a subsequent **Notice**

content of orders which Borsa Italiana is required to file pursuant to Regulation No. 2017/580:

- client identification code
- code used to identify the person or algorithm used internally by the intermediary responsible for the investment decision;
- code used to identify the person or algorithm that is responsible for execution of the order.

The intermediaries shall ensure that each these codes (long-code) corresponds, in the trading orders, to a single code (short code), and vice versa, for all Borsa Italiana markets.

The communication of the information indicated at sub-indent b) and c) constitute confirmation that the indicated trading algorithms have been tested in advance.

- 155.8 The **intermediaries** that are not subject to Regulation (EU) 2014/600 must report all the additional information that has not already been reported pursuant to guidance 145.7, so that Borsa Italiana may properly discharge its obligation pursuant to Article 26(5) of that Regulation, in accordance with the terms and conditions indicated in the Manual of transaction reporting of Borsa Italiana.

Sec. Guidance to the Rules  
158 Positions on **SeDeX financial instruments** on commodities derivatives

- 158.1 **Intermediaries** that trade SeDeX financial Instruments derivatives on commodities, must report detailed information on the positions they hold, including the positions of their clients and the clients of those clients, down to the end client, classified in accordance with the procedures indicated in Consob Regulation on financial Markets and the terms and conditions contained in the Manual for reporting positions on commodities derivatives.

- 158.2 **Borsa Italiana** reserves the right to ask intermediaries for all useful information and documents, including those concerning the transactions of their clients and the clients of those clients, down to the end client, to check the position limits, and it may ask the intermediary to close or promptly reduce the positions if the limits are exceeded or otherwise by the deadline that is periodically announced by Borsa Italiana.

- 158.3 If the positions have not been reduced by the deadline envisaged in the guidance sec 158.2, **Borsa Italiana** made assign an **intermediary** to close the positions that can be associated with the intermediary.

- 158.4 If necessary to reduce the effects of a dominant position, Borsa Italiana may ask the intermediary to place orders on the market for agreed quantities and prices.

## Systems and trading

### Technical breakdowns of market intermediaries' systems

G	1500	Market <b>intermediaries</b> shall promptly inform <b>Borsa Italiana</b> of any technical breakdowns of the systems they use for trading or of those for accessing the market referred to in rule 1020.1 and rule 1050, including the malfunctions of the technological systems used for trading and for the access to the market of its sponsored customers.
G	1501	In the cases referred to rule 1500 market <b>intermediaries</b> shall follow any instructions received from <b>Borsa Italiana</b> and may request, in the manner laid down in the guidance to this rule, the deletion of orders sent to the

market.
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- Sec. *Guidance to the Rules*  
160 *Technical breakdowns in market **intermediaries**' systems*
- 160.1 *For the purpose of article 1500, market **intermediaries** shall promptly inform **Borsa Italiana** of technical breakdowns in the technological systems they use for trading and their systems for accessing market, in particular if they intend to request the deletion of orders entered or suspension or reduction of the obligations in these rules in case of **specialists**. Market **intermediaries** shall also notify **Borsa Italiana** of the subsequent reactivation of their systems.*
- 160.2 *Market **intermediaries** must be able to delete orders they enter. In the event that this is impossible, they may request **Borsa Italiana** to delete orders on their behalf either all the orders entered and orders associated with specific **access code**.*
- 160.3 *Market **intermediaries** shall send **Borsa Italiana**, via the Member Portal of **Borsa Italiana**, the list of persons who may request the deletion of orders. The list may include traders, the compliance officer referred to the article 1020.4 and other persons deemed by the market **intermediary** to possess adequate professional qualifications and subject to Rule 1212.*
- 160.4 ***Borsa Italiana** may delete orders only at the request of persons assigned to trading and included on the list referred to in the previous guidance sec 160.3. **Borsa Italiana** shall notify the names of the persons on the list only to the persons indicated in the list or to the compliance officer of the **intermediary**. Requests for the deletion of orders made by persons not included in the list will not be carried out.*
- 160.5 *Market **intermediaries** must notify the list referred to guidance sec 160.3 to rule and every change to the list itself, through **Borsa Italiana** Member Portal. Changes to the list will be effective from the effective date indicated in the Member Portal. Market **intermediaries** that configure their access to the market using more than one **access code** must send the list referred to in guidance sec 160.3 to rule for each **access code**.*
- 160.6 *When requests are made for the deletion of orders, the following information must be given in addition to the market **intermediary**'s name and identification code: the **access code** for which the cancellation request has been entered the name and telephone number of the person requesting the deletion, and the reason for the request. For the deletion of individual orders, it is also necessary to specify the number of the order or the name of the instrument, the sign of the order, and its price, quantity and time of entry. When the request concerns individual orders, the maximum number of orders that **Borsa Italiana** will delete is five.*
- 160.7 ***Borsa Italiana** shall promptly carry out deletions of orders for which the request complies with what is set out above. If the orders in question have given rise to the conclusion of contracts, such contracts shall be binding on the market **intermediary**, without prejudice to the application of the procedures referred to in guidance sec 610 and guidance sec 620.*

# ORDER BOOK TRADING RULES

## Trades

### Trading methods and phases

2000	2000.1	Trading on the <b>SeDeX market</b> shall be carried on with the following hours:  08.45 – 09.05 pre-trading  09.05 - 17.30 continuous trading.
	2000.2	Continuous trading and the conclusion of contracts shall start at the conclusion of the pre-trading phase.
	2000.3	Continuous trading shall be conducted according to the order-driven methods set out in Article 2040 of the Rules, and, solely for securitized derivative financial instruments belonging to the <b>Domestic segment</b> and to the <b>ICSD Segment</b> of the following types: <i>structured/exotic covered warrants; leverage certificates, class A, and investment certificates, class B</i> , as set out in Guidance sec <b>205 according to the order-driven methods</b> referred to in article 2040.2.  Upon justified request from the issuer, or specialist and in consideration of the market conditions, Borsa Italiana may identify the instruments for which continuous trading shall be conducted according to bid-only, quote-driven methods set out in Article 2044.

Sec.  
200

*Guidance to the Rule*

**Borsa Italiana** shall notify with adequate notice and by means of Notice the instruments for which continuous trading is carried out according to the bid-only quota driven procedures referred to in article 2044.

2001	<b>Borsa Italiana reserves</b> the right to establish for each financial instrument a minimum lot, 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.
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### Trading segments

2010	<b>Borsa Italiana</b> shall assign the financial instruments referred to in Article 220 to the <b>Segment</b> .  <b>-Domestic Segment</b> <b>-ICSD Segment</b> announcing the decision in the start-of-trading <b>Notice</b> .  <b>Borsa Italiana</b> may assign individual financial instruments referred to in Article 220 to the <b>Domestic Segment</b> and <b>ICSD Segment</b> , announcing the decision in the start-of-trading <b>Notice</b> .
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Sec  
201

*Guidance to the Rules*  
*Subdivision of financial instruments*

201.1 Within the **Domestic segment** and the **ICSD segment**, financial



*instruments are subdivided on the basis of the characteristics of the same, according to the following criteria:*

a) *"for plain vanilla covered warrants":*

*securitised derivative financial instruments that consist in a put or a call option;*

b) *"for structured/exotic covered warrants":*

*securitised derivative financial instruments that consist of exotic options or that are combinations of call and/or put options;*

c) *"for leverage certificates":*

*divided into the following classes:*

1. *class A: securitised derivative financial instruments that replicate, with a leverage effect, the performance of the underlying;*

2. *class B: securitised derivative financial instruments that replicate, with a fixed leverage effect, the performance of the underlying;*

d) *"for investment certificates"*

*divided into the following classes:*

1. *class A: securitised derivative financial instruments that replicate, without a leverage effect, the performance of the underlying;*

2. *class B: securitised derivative financial instruments that incorporate one or more structured or exotic options.*

### **Orders**

2020	Approved <b>intermediaries</b> shall express their willingness to trade through anonymous orders. <b>Specialists</b> shall express their willingness to trade through non anonymous orders. Orders shall contain at least the information relative to <b>the SeDeX financial instrument</b> to be traded, the quantity, the type of transaction, the type of account, the price, and the method and include a special indication when originated from an algorithm or entered by a <b>direct electronic access</b> . The orders may also specify different validity parameters based on time and execution of the order and contain the additional information necessary for <b>Borsa Italiana</b> to comply with the Regulation 2017/580/EU. The modalities of entering of such information and the parameters admitted for each order shall be established in the <b>Trading Service Manual</b> .
2021	In the continuous trading phases, the following types of orders may be entered with limit price (or limit order), orders that can be executed at an equal or better price compared to their limit price.
2022	In the continuous trading phases, the following types of orders may be entered without limit price (or market order), orders that can be executed at any price and always have a higher priority than limit orders.
G 2023	In the continuous phase the following types of orders may also be entered iceberg orders, orders with a limit price and with a partial quantity displayed. <b>Borsa Italiana</b> sets in the <b>Guide to the Parameters</b> the minimum value of proposals and the minimum value of partly displayed proposals (known as peak size). The execution of the entire peak size shall automatically generate a new order. The new order shall have a partial quantity equal to that of the order already executed, or a different quantity established within the range indicated in the <b>Trading Manual</b> . Such order shall be displayed on the book with the price of the original order and the time priority corresponding to the time the new order was generated. When the peak sizes of multiple iceberg orders displayed in the book with the same price are executed by the same order, with an opposite sign and quantity exceeding the sum of the peak sizes, the eventual remaining not displayed quantities are executed by the same order in proportion to the remaining not displayed quantity of each iceberg order.

2024	Market intermediaries may enter, modify and cancel orders in the continuous trading phases.
2025	The orders for each instrument shall be automatically ranked on the book according to price — in order of decreasing price if to buy and increasing price if to sell — and, where the price is the same, according to entry time. Modified orders shall lose their time priority if the modification implies an increase in the quantity or a change in the price.
2026	Limit orders may not be entered with prices above or below the maximum percentage limits for price variations established by <b>Borsa Italiana</b> in the <b>Guide to the Parameters</b> communicated in <b>Notice</b> by <b>Borsa Italiana</b> .
2027	In order to ensure the regularity of trading in a financial instrument, <b>Borsa Italiana</b> may establish, on a general basis in the <b>Guide to the Parameters</b> communicated in a <b>Notice</b> , the maximum quantity and countervalue of financial instruments that may be the subject of an order, the maximum quantity of financial instruments or the maximum number of lots that may be entered "at the auction price".

Sec. *Guidance to the Rules*  
210 *Orders*

210.1 *The maximum duration that may be specified for "Good till date" orders shall be 1 day.*

210.2 *The parameter "good till cancellation" cannot be used,*

Sec. *Prices of orders*  
220 *Prices of orders*

220.1 *The prices of orders may be multiples of the ticks established for each financial instrument and Stock Exchange session in relation to the prices of the orders entered, as follows:*

<i>Price of the order entered (euro and other currencies)</i>	<i>Tick</i>
Less than or equal to 0.0030	0.0001
0.0031 - 0.3000	0.0005
0.3001 - 1.5000	0.0010
1.5001 - 3.0000	0.0050
3.0001 - 30.0000	0.0100
More than 30.0000	0.0500

Price of the order entered (JPY)	Tick
Less than or equal to 0.3000	0.01
0.3001 - 30.0000	0.05
30.0001 - 150.0000	0,1
150.0001 - 300.0000	0.5
300.0001 - 3,000.0000	1
More than 3,000.0000	5

220.2 **Borsa Italiana**, taking into account the unit value of the financial instruments traded in the **SeDeX market**, may establish a different tick from that specified in guidance sec 220.1; it shall announce such ticks in a **Notice**.

220.3 The value given to the contracts traded on the **ICSD Segment**, referred to in Article 2010, shall be based on the currency of the financial instruments, unless specified otherwise in the **Notice of admission to trading**.

### **Order-driven continuous trading**

2040

During order-driven continuous trading, contracts shall be concluded, up to the quantities available, through the automatic matching of orders of the opposite sign displayed on the book and ranked according to the criteria referred to in Article 2025, as follows:

2040.1 the entry of a buy limit order shall result in its being matched with one or more sell orders with a price lower than or equal to that of the order entered; conversely, the entry of a sell limit order shall result in its being matched with one or more buy orders with a price higher than or equal to that of the order entered;

2040.2 Except as provided in the previous paragraphs, in the **SeDeX market** and only for the securitised derivatives financial instruments of the **Domestic Segment** and of the **ICSD Segment** of the type of covered warrant structured/exotic; leverage certificates, class A, e investment certificates, class B, referred to in guidance sec 205:

- a) contracts may only be concluded at a price that falls within the range of prices of the bids and offers displayed in the market by the **specialist** (including the extremes of such range); in all cases, including when there is only one bid or offer of the **specialist**, the contracts shall be concluded within a range of prices that considers the maximum variation limit referred to in the **Guide to the Parameters**;
- b) contracts may not be concluded in the absence of the **specialist's** bid and offer, and in such event only orders may be cancelled by the Intermediaries;
- c) for each contract concluded by means of automatic matching in accordance with the referred to in Article 2040, the price is equal to that of the order having greater time priority, except when an order already displayed on the market is matched with a better order entered subsequently by the **specialist**. In such cases, the price of the contract shall be that of the order entered by the **specialist**;
- d) in the case of a partial execution of an order the residual quantity is cancelled if it could match with a proposal of opposite sign outside the range of orders entered by the **specialist**.

2041

For each contract concluded via automatic matching in accordance with article

	2040, the price shall be equal to that of the order having higher time priority.
2042	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.
2043	Orders that are unfilled at the close of trading shall be automatically cancelled.

### **Bid-only, quote-driven continuous trading**

2044	2044.1	During bid-only, quote-driven continuous trading, contracts will be concluded, up to the quantities available, through automatic matching of buy orders, which may be issued exclusively by specialists, with sell orders, which may be issued by all market intermediaries. Orders are displayed on the book and ranked according to the priority criteria shown in article 2025.
	2044.2	The entry of a buy limit order by a specialist shall result in its being matched with one or more sell orders with a price lower than or equal to that of the order entered. Similarly, the entry of a sell limit order shall result in its being matched with one or more buy orders by the specialist with a price higher than or equal to that of the order entered.
	2044.3	In the event of a lack of buy orders from the specialist, intermediaries are only permitted to cancel the orders.
	2044.4	Should a sell order have already been displayed on the book and, subsequently, the specialist issues a buy order with a price greater than that of the sell order, the matching will be at the improved price of the order issued by the specialist.
	2044.5	The partial execution of a price limit order shall give rise, for the non-executed quantity, to the creation of an order which will remain entered with the price and the time priority of the original order.
	2044.6	Orders that have not been executed at the end of the continuous trading will be automatically deleted from the system.

### **Automatic trading controls**

G 2045	Where, during the trading of a <b>SeDeX financial instrument</b> , the price of a contract that is being concluded exceeds one of the price variation limits referred to in <b>the Guide to the Parameters</b> , the trading of the <b>SeDeX financial instruments</b> shall be automatically suspended for a period whose duration shall be two minutes and the order that caused the suspension shall be automatically cancelled.
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#### *Sec. 230 Automatic trading controls*

*230.1 For the purpose of the automatic control of the regularity of trading and the conclusion of the contract referred to in Article 2040.2 (a), the following types of trading conditions, shall be established, except in the case referred to in guidance sec. 230.2:*

- a) the maximum price variation limit for orders with respect to the static price referred to in article 2026;*
- b) the maximum price variation limit for contracts with respect to the static price referred to in article 2045;*

- c) *the maximum price variation limit for contracts with respect to the dynamic price referred to in article 2045;*
- 230.2 *For the purposes of the automatic control of the regularity of trading for the leverage certificates securitised derivatives financial instruments, class B, the following price variation limits shall apply:*
- a) *maximum price variation limit of orders with respect to the static price, referred to in Article 2026, of the Rules, defined for instruments classes according to the leverage and the type of underlying of each instrument*
- b) *maximum price variation limit of contracts with respect to the static price, referred to in Article 2045, of the Rules defined for instruments classes according to the leverage and the type of underlying of each instrument;*
- c) *maximum price variation limit of contracts with respect to the dynamic price, referred to in Article 2045, of the Rules defined for instruments classes according to the leverage and the type underlying of each instrument;*
- 230.3 **Borsa Italiana** shall establish, on a general basis in the Guide to the Parameters, by means of communication in a Notice, the maximum percentage variations referred to above.
- 230.4 **Borsa Italiana** may establish in the **Notice** announcing the start of trading price variation limits which differ from the ones referred to in the **Guide to the Parameters**, taking into account the historical volatility of the underlying as well as the presumable liquidity level of the financial instruments.

**Special procedures for the conclusion of contracts in order-driven continuous trading**

2050	<p>During order-driven continuous trading, as referred to in article 2040, it is possible to enter <b>negotiated transactions</b> of a counter value higher than that identified in the Guide to the Parameters for which the price may also fall within the percentage deviation with reference to the best prices found on the trading book, for which the deviation of the prices with reference to the best prices found on the trading book do not exceed the percentage limit indicated in the <b>Guide to the Parameters</b> in absence of prices on the trading book transactions cannot be entered.</p> <p>Keeping into account market conditions and after informing Consob, <b>Borsa Italiana</b> may change, in general or with reference to specific categories of financial instruments or specific financial instruments, the percentage deviation referred to in letters a) and b) above, disclosing them to the public in a <b>Notice</b>.</p>
2051	<p>Intermediaries may enter <b>negotiated transactions</b> according to which they are acting in one of the following capacities:</p> <ol style="list-style-type: none"> <li>a. one acts on own account when the other is acting on behalf of a client;</li> <li>b. both are dealing on own account;</li> <li>c. both are acting on behalf of a client;</li> </ol> <p>or one intermediary is either of the following:</p> <ol style="list-style-type: none"> <li>d. acting on behalf of both the buyer and the seller;</li> </ol>

	dealing on own account against a client order.
2052	Transactions referred to in article 2050 shall not count toward, the reference price and the average price formation referred to in articles 2060, 2100 and 2091.

### **Reference price**

2060	The reference price shall be equal to:
2060.1	calculated on the basis of a significant number of bids and offers entered by the <b>specialist</b> in the order book during the continuous trading phase, giving greater weight to the most recent.
2060.2	where it is not possible to determine the reference price on the basis of article 2060.1, the reference price shall be calculated on the basis of a significant number of bids entered by the <b>specialist</b> in the order book during the continuous trading phase, with greater weight given to the most recent
2060.3	where it is not possible to determine the reference price on the basis of article 2060.2, the reference price shall be calculated on the basis of a significant number of best bids and offers displayed on the order book during the continuous trading phase, with greater weight given to the most recent;
2060.4	where it is not possible to determine the reference price on the basis of article 2060.3, the reference price shall be calculated on the basis of a significant number of best bids displayed on the order book the continuous trading phase, with greater weight given to the most recent;
2060.4	where it is not possible to determine the reference price on the basis of article 2060.4, the reference price shall be that of the previous session.
2061	In order to guarantee the regularity of trading and the significance of prices, <b>Borsa Italiana</b> may establish, on a general basis and with reference to specific market segments or a single <b>SeDeX financial instrument</b> , a different interval from that referred to in articles or that the reference price shall be determined in a different manner to that laid down in the preceding articles, and announce the decision in a <b>Notice</b> .

### **Static and dynamic price**

2090	The static price referred shall be given by: <ul style="list-style-type: none"> <li>a) the reference price of the previous day in the opening auction;</li> <li>b) during the continuous trading phase, the average price of the bids and offers present in the book at the conclusion of the pre-trading phase. In the event that it is not possible to determine such price, the static price shall be the previous day's reference price until the conclusion of the first contract and, subsequently, the price shall be the price of the first contract concluded.</li> </ul>
2091	The dynamic price referred shall be: <ul style="list-style-type: none"> <li>a) after each pre-trading phase and until the conclusion of the first contract, the average price of the bids and offers present in the book at the conclusion of the pre-trading phase. In the event that it is not possible to determine such price, the dynamic price shall be the previous day's</li> </ul>

reference price.

b) after the conclusion of the first contract, the dynamic price shall be the price of the last contract concluded in the continuous trading phase.

### **Official Price**

2100

The daily official price of each **SedeX financial instruments** 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 in the manner indicated in Article 2050.

Sec *Guidance to Rules*

235 *Measures concerning the trading securitised derivative financial instruments subject to resolutive conditions*

235.1 *Upon receiving the **issuer's** notification specifying the time (hour, minute and second) at which the price level causing the resolutive condition to be fulfilled was reached, **Borsa Italiana** shall suspend trading in the financial instruments subject to such condition and arrange for them to be delisted.*

235.2 *Upon receiving the notification referred to in the preceding guidance, **Borsa Italiana** shall cancel any contracts involving such financial instruments concluded after the time specified therein, including any concluded in the second in which the resolutive condition was fulfilled.*

# DISCLOSURE OF INFORMATION

## Information provided to intermediaries – General Principles

3000	Approved <b>intermediaries</b> shall be provided with the information needed for the proper performance of the trading functions and the settlement of trades. Such information shall be made available via the electronic data processing and telecommunication systems put in place by <b>Borsa Italiana</b> as promptly as possible and with <b>intermediaries</b> on an equal footing insofar as this is compatible with the technological equipment in their possession.
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3001	<b>Borsa Italiana</b> shall establish the conditions and procedures for the dissemination of the information referred to the preceding article 3000 to interconnected customers.
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## Information provided to the intermediaries – Contents

3002	Throughout the market session <b>intermediaries</b> shall have access to at least the following information updated in real time: <ul style="list-style-type: none"> <li>a) the trading book with all the individual buy and sell orders and an indication of the quantities and prices;</li> <li>b) a summary of the trading conditions for each financial instrument, containing the trading parameters, the market phase, the opening price, the last price, the best buy price, the best sell price and the cumulative volume of trades;</li> <li>c) the situation regarding the <b>intermediary's</b> own orders on the book and its trades;</li> <li>d) a list of the individual trades for each financial instrument, showing the time, quantity and execution price.</li> </ul>
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3020	In order to facilitate investment and disinvestment decisions and the verification of the conditions at which transactions are executed in the markets, <b>Borsa Italiana</b> 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 <b>SeDeX</b> financial instrument.
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3021	<b>Borsa Italiana</b> shall not disclose information to the public on the identity of the parties to trades.
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3022	<b>Borsa Italiana</b> publishes on its website data on the quality of the execution of the transactions, according to the provisions of the Regulation 2017/575/EU.
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## Information provided to the public - General principles

3030	In the continuous trading phase the public shall have access to the following information for each financial instrument, updated in real time: <ul style="list-style-type: none"> <li>3030.1 the prices and quantities of at least the five best buy and sell orders</li> <li>3030.2 the aggregate buy and sell quantities and orders for at least the five best prices;</li> <li>3030.3 the price of the last contract concluded, the day and time of execution, the quantity traded and the ID data of the financial instrument within the limits specified in article 3031;</li> </ul>
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3030.4 the cumulative quantity and countervalue traded instrument within the limits specified in article 3031;

3031 The publication of the information on the contracts concluded with the procedures referred to in article 2050 takes place at the latest on the second business day after the day of conclusion, in compliance with the conditions referred to in Article 8 of the Regulation 2017/583/EU.  
*The entry into force of the present article will be communicated with a subsequent Notice*

# **PROVISION REGARDING SPECIALISTS AND MIFID2 MARKET MAKERS**

## **Specialists**

4000	Trading in the <b>SeDeX market</b> shall be supported by a <b>specialist</b> , appointed by the <b>issuer</b> , which is required to undertake the liquidity of the financial instruments traded therein. <b>Specialists</b> in the <b>SeDeX market</b> may also fulfil their undertaking also for instruments issued by themselves.
4001	Market intermediaries admitted to <b>SeDeX market</b> that require <b>Borsa Italiana</b> to be qualified as <b>specialist</b> may be eligible to engage in the activity of <b>specialist</b> using the specific model which is available on <b>Borsa Italiana</b> Internet website and undertake to support the liquidity of the financial instruments for which they act as <b>specialists</b> .
G 4002	For the <b>SeDeX financial instruments</b> whose liquidity they undertake to support, <b>SeDeX specialists</b> are required to fulfil the quoting obligations for specialists set out in the Guidance. Specialists shall fulfil their quoting obligations solely through quote type orders.
4003	<p>4003.1 For financial instruments traded with the continuous bid-only quote driven trading method, Borsa Italiana allows the specialist to enter only bid type of orders.</p> <p>4003.2 For financial instruments traded with the continuous order driven trading method,</p> <p>4003.3 upon reasoned request of the <b>specialist</b>, <b>Borsa Italiana</b> may allow an activity of displaying just bid orders.</p> <p>In the cases referred to in articles 4003.1 and 4003.2 the bid <b>specialist</b>, in fulfilling its obligations, shall exclusively enter single sided <b>quotes</b> type of orders. The obligations of guidance Sec. 400 shall apply, as they are compatible.</p>
4004	The intention to cease the specialist activity must be promptly notified in writing to <b>Borsa Italiana</b> , which, within 30 days, shall notify the intermediary of the date from which its obligations will terminate and inform the public of this.
4005	If the <b>issuer</b> has appointed a third party to act as <b>specialist</b> , the party that terminates the contract following a breach of the contract by the other party must notify <b>Borsa Italiana</b> in writing at least 30 days before the effective date of the termination. In all other cases of termination of the relationship <b>Borsa Italiana</b> must be notified in writing at least three months before the effective date of the termination. <b>Borsa Italiana</b> may accept shorter notice if the continuity of the <b>specialist</b> function is ensured by another person entering into the liquidity support undertakings.

## Mifid2 Market Maker

G	4020	<b>Mifid2 Market Makers</b> are intermediaries admitted to trading that, pursuant to Article 1400.5, sign with <b>Borsa Italiana</b> a <b>market making agreement</b> .
G	4021	<b>Mifid2 Market Makers</b> are required to display continuously bids and offers for financial instruments for which they sign an agreement with <b>Borsa Italiana</b> , in compliance with the obligations established by <b>Borsa Italiana</b> in the guidance to the Rules.
G	4022	<b>Borsa Italiana</b> shall publish on its website the list of <b>Mifid2 Market Makers</b> .
	4023	<b>Intermediaries</b> who intend to cease their <b>market making strategy</b> must promptly notify <b>Borsa Italiana</b> , which shall notify the intermediary, within 30 days, of the date from on the obligations cease. The obligations of the Mifid2 Market Makers shall also cease when Borsa Italiana stipulates that the trading of financial instruments must respect the methods referred to in article 2044.

Sec. *Guidance to the Rules*

402 *Quoting obligations of **Specialists and Mifid2 Market Makers***

402.1 **Specialists and Mifid2 market makers fulfil their quoting obligations** by submitting simultaneous bids and offers of comparable quantities. These orders must be made at competitive prices, i.e. the bid and offer prices may differ by the maximum spread indicated in the **Guide to the Parameters**, and must comply with the minimum quantity indicated therein.

402.2 **Specialists and Mifid2 Market Makers** must comply with the quoting obligations referred to in guidance 402.1, for each trading day and for each contract, in accordance with the conditions set out in the following table.

<i>Intermediary</i>	<i>% of the trading day for which the minimum quoting obligations must be met</i>
<i>Specialists for the instruments:</i> - plain vanilla covered warrants; - leverage certificates – class B; - investment certificates – class A;	70% (includes the last two minutes of the pre-trading and all of the continuous trading phase)
<i>Specialists for the instruments:</i> - structured/exotic covered warrants; - leverage certificates – class A; - investment certificates – class B;	80% (includes the last two minutes of the pre-trading and all of the continuous trading phase)
<i>Mifid2 Market Makers</i>	50% (during the continuous trading phase)

- 402.3 *In stressed market conditions, which may occur in the cases indicated in Sec. 600:*
- a) *specialists are required to quote with reduced obligations;*
  - b) *Mifid2 market makers may quote with reduced obligations if they have specifically requested this when entering into the market making agreement.*

*The reduced obligations are indicated in the Guide to the Parameters.*

- 402.4 **Specialists and Mifid2 market makers** *are not required to comply with the quoting obligations upon occurrence of exceptional circumstances communicated by Borsa Italiana. In the cases envisaged by Article 3, letter d) of Regulation 2017/578/EU, the intermediaries shall give Borsa Italiana written notice of this circumstance, in order to be exempted from these obligations.*
- 402.5 *Borsa Italiana shall verify compliance with the obligations entered into by the **specialists** and the **Mifid2 market makers***
- 402.6 *In evaluating possible violations of the obligations, Borsa Italiana shall also take account of compliance, on a monthly basis, with the quoting obligations.*

# SETTLEMENT

## Settlement

5000	Immediately after the conclusion on the market, the contracts are sent to the daily trade-checking services for the purpose of their forwarding to the settlement systems designated in the guidance to the rules. For the purpose of the forwarding to the settlement systems, the contracts may be aggregated into net bilateral balances calculated by the daily trade-checking services in the cases and based on the criteria set forth in the guidance to the rules.
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- Sec. 500*      *Guidance to Rule:*  
*Trade-checking and settlement service*
- 500.1*      *X-TRM is the daily trade-checking service.*
- 500.2*      *The designated settlement systems are the systems managed by:*  
*- Monte Titoli or other CSDs using the T2S platform allowing for cross-CSD settlement, as defined in the Monte Titoli Settlement Service Regulations<sup>2</sup> for the financial instruments of the Domestic Segment; or*  
*- Euroclear and Clearstream Banking Luxembourg for the financial instruments of the ICSD Segment.*
- 500.3*      *In the Notice announcing admission to trading, Borsa Italiana shall communicate the settlement service through which the contracts referred to the admitted financial instruments are settled.*
- 500.4*      *The contracts concluded on the same trading day on the Domestic Segment are aggregated into net bilateral balances for the purpose of their forwarding to the settlement system. The criteria for calculating the net bilateral balances are defined in the Instructions of the X-TRM Service.*

### Time of settlement

5010	Purchase and sale contracts concluded on <b>SeDeX market</b> shall be settled on the second day following their conclusion
5011	The settlement time limits shall be determined according to the calendar of the settlement currency of the contract and taking into account the open days of the relevant settlement system.
5012	Settlement deadlines are calculated bearing in mind the opening days of the settlement system in question. In the <b>Notice</b> establishing the date of commencement of trading of each financial instrument, <b>Borsa Italiana</b> indicates the settlement service via which the instruments are to be settled.

<sup>2</sup> The entry into force shall be announced with a subsequent Notice

**Late settlement**

5020	Where purchase and sale contracts are not settled within the prescribed time limits and a payment of periodic amount or the maturity of the financial instrument occurs in the meantime, the procedures provided by the settlement system pursuant to the Rules apply.
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Sec. *Guidance to the Rules*

502 *Start of the mandatory execution procedure*

502.1 *Pursuant to article 5020 of the Rules, in the event that individual purchase and sale contracts or the net bilateral balances are not settled for lack of the securities by 10:00 on the third day following the prescribed settlement date, the buyer may initiate the mandatory execution (buy-in) procedure referred to in guidance sec 503 against the seller who has failed to perform. The request of initiation of the mandatory execution (buy-in) procedure shall take account of the eventual buyer protection and of the features of the financial instrument. In the event that the buyer does not request the start of the buy-in procedure, guideline Sec. 504 applies.*

502.2 *Pursuant to article 5020 of the Rules, in the event that individual purchase and sale contracts or the net bilateral balances are not settled for lack of cash, at the prescribed settlement date, in case of settlement via Monte Titoli [or other CSDs using the T2S platform], or by 10:00 on the third day following the prescribed settlement date, in case of settlement via Euroclear and Clearstream, the seller may initiate the mandatory execution (sell-out) procedure referred to in Sec. 508 against the buyer who has failed to perform.*

502.3 *The calculation of the days for the buy-in and sell-out procedures shall be based on the "TARGET" calendar; in the exclusive case of instruments belonging to the **ICSD Segment** referred to in Article 2014, paragraph 1, the calculation of the days shall take account of the days that the settlement system in question is open for business. If this day is a non-trading day, the act in question must be performed on the next trading day.*

502.4 *The notifications referred to in the following articles shall be made by e-mail to the address [ms@borsaitaliana.it](mailto:ms@borsaitaliana.it).*

Sec.

503 *Buy-in procedure*

503.1 *The buyer shall initiate the buy-in procedure by appointing an **intermediary** (the buy-in agent) to execute the buy-in and sending a buy-in notice to the seller. The buyer shall notify **Borsa Italiana** of the start of the procedure using the form shown in Annex 3. Buy-in notices may be sent from 10:00 on the third day subsequent to the original settlement day (if the notice is sent after such time, it shall be deemed to have been sent on the following day).*

503.2 *In the buy-in notice the buyer shall give the name of the buy-in agent, who, except in the case referred to in Sec. 506, shall execute the buy-in according to the time limits and in the manner established in the following guidance.*

503.3 *If the seller fails to deliver the securities by the second day subsequent to the day on which the buy-in notice was sent ( the expiration day) on the following day ( the buy-in execution day) the buy-in agent shall purchase the securities to be delivered to the buyer and notify the same of the details of the transaction concluded. If the buy-in agent is unable to purchase some or all of the securities on the buy-in execution day, they may be purchased*

- on the following days.
- 503.4 The buy-in must be executed on the **SeDeX market**, unless provided for otherwise by **Borsa Italiana**, which shall take account of the features of the financial instrument and the ways in which it is traded.
- 503.5 Upon receiving the notification referred to in Sec.503.3, the buyer, using the form shown in Annex 4, shall notify the seller and **Borsa Italiana** of the details of the execution of the buy-in and indicate any differential between the cum-coupon prices of the original contract or the value of the net bilateral balance and the buy-in contract, calculated with account taken of any intervening coupon detachments. If the differential is negative it shall be payable by the seller.
- 503.6 For contracts to be settled by Monte Titoli [or other CSDs using the T2S platform], on the buy-in execution date **Borsa Italiana** shall request Monte Titoli to delete the settlement instructions of the original contract or of the net bilateral balance from the settlement system.
- 503.7 For contracts to be settled via Euroclear and Clearstream, at the buy-in execution date, the buyer and the seller shall delete the settlement instructions of the original contract from the settlement system.
- 503.8 Upon execution of the buy-in the buyer shall send settlement instructions in favour of the buy-in agent to the settlement system for the settlement with the same value date of the quantity and value of the buy-in transaction. The buyer shall notify **Borsa Italiana** of the sending of the settlement instructions. In the case referred to in Sec. 503.4, the seller shall send the settlement system instructions in favour of the buyer for payment of the differential with the same value date as the settlement of the buy-in transaction. The seller shall notify **Borsa Italiana** accordingly.
- 503.9 If the buy-in agent does not carry out the buy-in transaction before the securities mature, the buyer shall be entitled to the cash difference between the redemption value and the cum-coupon price of the original contract or of the value of the net bilateral balance, calculated with account taken of any intervening coupon detachments.
- Sec. Cash settlement procedure  
504
- 504.1 Whenever within 30 days calculated starting from the settlement date, the original contract is not settled or whenever the buy-in agent is unable to purchase the securities by such time limits, the seller must pay the buyer an amount equal to the differential, if positive, between the valuation of the bonds on the end-of-validity day and the original value of the contract (cash settlement).

- Sec.  
505 Buy-in agent
- 505.1 Pursuant to Sec. 503.1, the buyer shall appoint an intermediary satisfying the requirements specified in the following Sec. 505.2 to purchase the securities ( the buy-in agent).
- 505.2 The buy-in agent shall be chosen from among the intermediaries admitted to trading on the markets managed by **Borsa Italiana** that do not control the seller, are not controlled, directly or indirectly, by the seller and do not belong to the same group as the seller.
- 505.3 The buyer may revoke the appointment of a buy-in agent who fails to execute the buy-in and appoint another. The buyer shall give the seller and **Borsa Italiana**, at least one day's notice of the revocation and of the appointment of another buy-in agent.

Sec  
506 Delivery of the securities during the buy-in procedure

- 506.1 The seller may delivering the securities due up to the second day subsequent to the day on which the buy-in notice was sent and shall inform **Borsa Italiana** and the buyer accordingly. The buyer shall inform the buy-in agent.
- 506.2 In the case referred to in Sec. 506.1, the buy-in procedure shall be immediately cancelled.
- 506.3 Partial delivery shall be permitted subject to the buyer's agreement; in such case the seller and the buyer must request the deletion and the re-entry of the settlement instructions in the settlement system regarding the original contract or the net bilateral balance and inform **Borsa Italiana** accordingly.
- 506.4 The seller may deliver all or some of the securities due on the third day subsequent to the day the buy-in notice was sent, provided it has given the buyer and **Borsa Italiana** one day's notice. The buyer shall inform the buy-in agent.
- 506.5 Except where the buy-in agent has already executed the buy-in, the seller may, subject to the buyer's agreement and notification of **Borsa Italiana**, by delivering some or all of the securities due on the fourth trading day subsequent to the day the buy-in notice was sent or a later day. The byer shall inform the buy-in agent.
- 506.6 In the cases referred to in Sec 506.3, Sec 506.4 and Sec. 506.5, if the seller delivers part of the quantity due, the buy-in shall be executed for the remaining quantity. If the seller delivers the entire quantity due , the buy-in procedure shall be immediately cancelled.

Sec  
507 Pass on

- 506.1 Upon receiving a buy-in notice, a seller who has not settled a contract concluded for own account within the prescribed settlement time limits because another participant on the **SeDeX market** has failed to settle may transfer the effects of the buy-in procedure to such participant by notifying the latter and **Borsa Italiana** using the attached form referred to in Sec. 503.1 and filling in the pass-in as well.
- 506.2 The seller shall notify the other participant and **Borsa Italiana** of the



*details of the execution of the buy-in, using the attached form referred to in Sec. 503.4, and filling in the pass-on section as well. The seller shall also indicate any price differential between the cum-coupon prices of the original contract and the buy-in contract, calculated with account taken of any intervening coupon detachments. If the differential is negative, it shall be payable by the other participant and in the cases in which the buy-in agent is unable to purchase the securities by the end-of-validity date of the original contract, the other participant is required to make the cash settlement referred to in Sec. 503*

Sec.  
508

Sell-out procedure

- 508.1 *The seller shall initiate the sell-out procedure by appointing an intermediary (the sell-out agent) to execute the sell out and sending a sell-out notice to the buyer. The seller shall notify Borsa Italiana of the start of the procedure using the form shown in Annex 3.*
- 508.2 *With reference to the contracts to be settled via Monte Titoli [or other CSDs using the T2S platform], sell out-notices may be sent from the end of the original settlement day (by 18:00; if the notice is sent after such time, it shall be deemed to have been sent on the following day). If the buyer fails to settle the transaction by 10.00 o'clock on the day subsequent to the day on which the sell-out notice was sent (the sell-out execution day), the sell-out agent shall sell the securities in order to deliver the cash amount to the seller and notify the same of the details of the transaction concluded. If the sell-out agent is unable to sell some or all of the securities on the sell-out execution day, they may be sold on the following days.*
- 508.3 *With reference to the contracts to be settled via Euroclear and Clearstream, sell-out notices may be sent from 10:00 on the third day subsequent to the original settlement day ( if the notice is sent after such time, it shall be deemed to have been sent on the following day). If the buyer fails to settle the transaction by the second day subsequent to the day on which the sell-out notice was sent, on the following day (sell- out execution day), the sell-out agent shall sell the securities in order to deliver the cash amount to the seller and notify the same of the details of the transaction concluded. If the sell-out agent is unable to sell some or all of the securities on the sell-out execution day, they may be sold on the following days.*
- 508.4 *In the sell-out notice the seller shall give the name of the sell-out agent, who, except in the case referred to in Sec. 510, shall execute the sell-out according to the time limits and in the manner established in the following guidance.*
- 508.5 *The sell-out must be executed on the SeDeX market, unless provided for otherwise by Borsa Italiana, which shall take account of the features of the financial instrument and the ways in which it is traded.*
- 508.6 *Upon receiving the notification referred to in Sec.508.2 and Sec.508.3, the seller, using the form shown in Annex 4, shall notify the buyer and Borsa Italiana of the details of the execution of the sell-out and indicate any differential between the cum-coupon prices of the original contract or the value of the net bilateral balance and the sell-out contract, calculated with account taken of any intervening coupon detachments. If the differential is negative, it shall be payable by the buyer.*
- 508.7 *For contracts to be settled via Monte Titoli [or other CSDs using the T2S platform], at the sell-out execution date Borsa Italiana shall request Monte Titoli to delete the settlement instructions relating to the net bilateral balance of the original contracts from the settlement system.*

- 507.8 *For contracts to be settled via Euroclear and Clearstream, at the sell-out execution date the buyer and the seller shall delete the settlement instructions of the original contract from the settlement system.*
- 508.9 *Upon execution of the sell out the seller shall send the settlement instructions in favour of the sell-out agent to the settlement system for the settlement with the same value date of the quantity and the value in euro of the sell-out transaction. The seller shall notify Borsa Italiana of the sending of the settlement instructions. In the case referred to in paragraph 5, the buyer shall send the settlement system instructions in favour of the seller for payment of the differential with the same value date as the settlement of the sell-out transaction. The buyer shall notify Borsa Italiana accordingly. If the sell-out agent does not execute the sell out before the maturity of the securities, it is due to the seller the difference between the price of the original contract price and the redemption value, taking into account any periodic amounts paid during the period.*
- Sec. 509 *Sell out agent*
- 509.1 *Pursuant to Sec. 508.1, the seller shall appoint an intermediary satisfying the requirements specified in the following Sec.509.2 to sell the securities (the sell-out agent).*
- 509.2 *The sell-out agent shall be chosen from among the intermediaries admitted to trading on the markets managed by Borsa Italiana that do not control the seller, are not controlled, directly or indirectly, by the seller and do not belong to the same group as the seller.*
- 509.3 *The seller may revoke the appointment of a sell-out agent who fails to execute the sell out and appoint another. The seller shall give Borsa Italiana, at least one day's notice of the revocation and of the appointment of another sell-out agent.*
- Sec. 510 *Delivery of cash during the sell-out procedure*
- 510.1 *With reference to the contracts to be settled via Monte Titoli [or other CSDs using the T2S platform], the buyer may delivering the cash due up to 10.00 o'clock on the day subsequent to the date on which the sell-out notice was sent and inform Borsa Italiana and the seller accordingly. The latter shall inform the sell-out agent accordingly. In such case the sell-out procedure shall be immediately cancelled.*
- 510.2 *With reference to the contracts to be settled via Euroclear and Clearstream, the buyer may settle the original contract by delivering the cash due up to the second day subsequent to the day the sell-out notice was sent and shall inform Borsa Italiana and the seller accordingly. The seller shall inform the sell-out agent. In such case the sell- out procedure shall be immediately cancelled.*
- Sec. 511 *Guidance to the Rules Management procedure for failed transactions in case of corporate actions*
- 511.1 *Pursuant to article 5100 where purchase and sale contracts are not settled within the prescribed time limits and other corporate actions occur in the meantime, the discipline provided for by the settlement system referred to in article 5000 applies.*
- 511.2 *In cases of corporate events which provides for the in bonis buyer the possibility to notify an intention, the buyer may request the in malis seller the exercise of the option derived from the corporate action on the*

*purchased instrument (so called buyer protection), notifying it to the market.*

- 511.3 For the purpose of buyer protection request, the form available in the website of the settlement system shall be used. Also, the counterparties, directly or through the intermediaries that settle respectively on their behalf, shall insert in the settlement system the settlement instruction on the resulting and possibly cancel the original settlement instruction.*

# SURVEILLANCE

## Controls and measures concerning trading

6000	<b>Borsa Italiana</b> shall control the regularity of trading, verify the compliance with these rules and the accompanying guidance and adopt all the measures necessary for the proper operation of the market. 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. These rules shall be conducted in accordance with the procedures set out in rule 1210.
6001	In carrying out its supervisory functions, with the aim of ensuring orderly trading, <b>Borsa Italiana</b> shall, <i>inter alia</i> : <ul style="list-style-type: none"> <li>6001.1 may intervene on the quoting obligations of the intermediaries where needed;</li> <li>6001.2 monitor the behaviour of approved intermediaries in the market and compliance with the obligations of <b>specialists and of Mifid2 Market Makers</b>;</li> <li>6001.3 apply to <b>issuers</b> and to approved intermediaries for information deemed necessary in relation to particular market conditions in accordance with rules 330 and 1210;</li> <li>6001.4 verify the updating of records, including the content of the proposals and information required by Regulation (EU) No. 2017/580 procedures and any other matters necessary to ensure orderly trading;</li> <li>6001.5 monitor the operation of the technical equipment and transmission networks of the electronic data processing and telecommunication systems;</li> <li>6001.6 regulate trading conditions;</li> <li>6001.7 promptly inform the market of the measures it adopts that affect trading in the market or the performance of <b>SeDeX financial instruments</b>;</li> <li>6001.8 promptly suspend the <b>intermediary</b> at the request of the <b>intermediary</b> participating in the settlement service referred to in rule 1100 and immediately inform Consob.</li> <li>6001.9 shall promptly suspend the intermediary following the latter's suspension or exclusion by the management company of the clearing and guarantee system.</li> <li>6001.10 may suspend intermediaries at the request of the management company of the clearing and guarantee system.</li> </ul>

### Measures concerning trading parameters, hours and phases

6010	In particular market conditions, <b>Borsa Italiana</b> may, with reference to categories of <b>SeDeX financial instruments</b> or individual <b>SeDeX financial instruments</b> :
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- |        |   |
|--------|---|
| 6010.1 | prolong the duration or delay the start of one or more phases of trading;   |
| 6010.2 | interrupt, where possible, continuous trading with the simultaneous reactivation of the auction;                                |
| 6010.3 | modify the maximum price variation limits, the static price, the dynamic price and the other trading conditions ("parameters"); |
| 6010.4 | suspend or reactivate trading.  |

6011 **Borsa Italiana** may adopt the measures referred to in the rule 6010:

- |        |  |
|--------|--|
| 6011.1 | Where the price variation limits are exceeded;   |
| 6011.2 | where anomalous trading conditions are observed for <b>SeDeX financial instruments</b> in terms of prices or volumes;  |
| 6011.3 | where it is necessary to obtain information on particular market situations concerning <b>SeDeX financial instruments</b> ;  |
| 6011.4 | where there are technical reasons or other circumstances that do not guarantee the regular operation of the market;  |
| 6011.5 | where detailed complaints are submitted by approved intermediaries that consider they have been damaged by irregular behaviour on the part of other approved intermediaries. |

6012 In adopting the measures referred to in rule 6010, **Borsa Italiana** shall take account:

- |        |   |
|--------|---|
| 6012.1 | of the volumes of the <b>SeDeX financial instruments</b> traded and of the prices recorded in the last three months, as well as their variations; |
| 6012.2 | of the liquidity of the instrument and the significance of the trading;   |
| 6012.3 | of the dissemination or lack of dissemination of information available to the market  |

6013 **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.

Sec Guidance to the Rules  
600 Stressed market conditions

- 600.1 *Borsa Italiana declares in general that stressed market conditions exist:*
- on a SeDeX financial instrument on shares traded in the MTA Market: during the underlying volatility auction in the time interval after the restoring of the continuous auction indicated in the **Guide to the Parameters** and in the cases of declaration of underlying stressed market conditions;
  - on a SeDeX financial instrument on Italian stock indexes: in the cases indicated in the Guide to the Parameters.
- 600.2 *Borsa Italiana may declare, by means of a notice to intermediaries, that stressed market conditions exist on a SeDeX financial instruments when the conditions indicated in the Guide to the Parameters are met.*

*Borsa Italiana may also declare, with communication to the intermediaries, that stressed market condition on a Sedex financial instrument exist if required by the trend in the trading of the instrument or its underlying.*

*In these cases, notice shall be given of when stressed market conditions start and when they cease with reference to the current trading session, by means of a free text message.*

### **Handling of input errors**

G	6020	<b>Borsa Italiana</b> may order or effect:
	6020.1	the cancellation of contracts concluded in the market upon receipt of a joint explained request from the approved intermediaries concerned;
	6020.2	the cancellation of transactions erroneously entered in the trade-checking service referred to in the rule 5000 up to the day following that of the conclusion of the contracts for contracts of not guaranteed financial instruments and up to the day of the conclusion of the contracts for contracts of guaranteed financial instruments, upon receipt of a explained request from approved intermediaries.
G	6021	In order to reduce or eliminate the effects of entry errors, <b>Borsa Italiana</b> may provide for or take one of the following actions:
	6021.1	entry of a transaction of the opposite sign offsetting all or part of the original transaction;
	6021.2	transfer of positions in financial instruments between the approved intermediaries concerned;
	6021.3	transfer of liquidity (cash adjustment) between the approved intermediaries concerned;
	6021.4	correction of the prices of transactions concluded as a result of errors;
	6021.5	cancellation of contracts in the market or in the trade-checking service referred to in the rule 5000.
	6022	In order to permit the handling, in the trade-checking service referred to in the rule 5000, of contracts deriving from entry errors, <b>Borsa Italiana</b> may inform authorised intermediaries of the identities of counterparties, if they are not displayed.
	6023	The measures referred to in rule 6020 shall normally be adopted where:
	6023.1	the approved <b>intermediary</b> that made the entry error applies promptly;
	6023.2	the applicant made an obvious material error;
	6023.3	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 <b>Borsa Italiana</b> in the guidance sec 620.2.
G	6024	For the purpose of identifying transactions which may be the subject the measures referred to in rule 6021 and rule 6022, with special reference to

		those <b>Borsa Italiana</b> may adopt on its own authority, the latter shall establish the procedure for handling them in the guidance sec 600 and subsequent, determining on a general basis for each category of <b>SeDeX financial instruments</b> :
	6024.1	the theoretical market prices ("reference prices");
	6024.2	the differences between the prices of the contracts concluded and the reference prices.
G	6025	In determining the theoretical prices and the differences referred to in rule 6024 and specified in the guidance sec 630 and sec 640, <b>Borsa Italiana</b> shall take account of the nature, liquidity and volatility of <b>SeDeX financial instruments</b> .
	6026	The promptness of the application for the remedy of an error by its author referred to in rule 6023 shall be assessed <i>inter alia</i> 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.
	6027	Where approved intermediaries conclude contracts by mistake at anomalous prices and agree to annul them, they are required to inform <b>Borsa Italiana</b> , which shall cancel them.
	6028	<b>Borsa Italiana</b> 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, <b>Borsa Italiana</b> shall inform the market and provide the counterparties concerned, at their request, with the documentation relative to the corrections or cancellations effected.
G	6029	For carrying out the error handling procedure referred, <b>Borsa Italiana</b> shall charge the <b>intermediary</b> that made the mistake a fee proportional to the scale of its intervention, in accordance with the what is established in the guidance sec 650.

Sec. *Guidance to the Rule:*  
604 *General principles*

- 604.1 *An approved **intermediary** that makes a mistake in entering orders in the market shall promptly inform **Borsa Italiana**, giving the details of any resulting transactions and specifying whether it intends to request activation of the error handling procedure.*
- 604.2 *Such reports, requests for the handling of mistakes by those that made them and the related counterparty authorisations, may be sent, after contacting **Borsa Italiana**'s supervision office by telephone, by sending a written request to the following e-mail address: [ms@euronext.com](mailto:ms@euronext.com); Requests for the handling of errors must contain the details of the transactions.*
- 604.3 ***Borsa Italiana** shall promptly notify the details of the financial instruments for which the error handling procedure has been requested and activated to the counterparties involved or the entire market in the manner deemed most appropriate.*
- 604.4 *The cost of contacting the counterparties in connection with the adoption of corrective measures shall normally be borne by the approved **intermediary** that made the mistake. If the identities of the counterparties are not known to market participants, the **intermediary***

that made the mistake shall contact **Borsa Italiana**.

604.5 The manner of determining the fees for the error handling procedure referred to in rule 6029 is specified in guidance sec 630.

Sec.  
610

Ordinary procedure

610.1 The ordinary procedure may be activated where the following conditions are met:

- a) the error handling request is submitted to **Borsa Italiana** as promptly as possible;
- b) the transactions to which the request refers derive from a manifest material error.

610.2 **Borsa Italiana** shall promptly inform the applicant where the request for activation of the ordinary procedure is refused, giving the reasons for the refusal.

610.3 One or more of the corrective measures referred to in rule 6021 may be adopted directly within the scope of their authority by the parties or by **Borsa Italiana** subject to the agreement of the parties.

Sec.  
620

Extraordinary procedure

620.1 **Borsa Italiana** may arrange or implement one or more of the actions referred to in rule 6021 where, for the different types of errors, the conditions specified respectively in guidance sec 620.2, sec 620.3, sec 620.4 are met.

620.2 In the case of mistakes involving the same instrument made as a result of the entry of a single order or quote that leads to the conclusion of one or more contracts, the conditions shall be the following:

- a) the error handling request must be submitted to **Borsa Italiana** as promptly as possible;
- b) the transactions to which the request refers must originate from a manifest material error;
- c) the transactions to which the request refers must have prices above or below the levels established on a case-by-case basis by **Borsa Italiana** by calculating the theoretical "reference" prices and by applying to those prices the maximum divergence thresholds beyond which prices are to be considered abnormal set out in Table 1;
- d) the amount of the loss referred to in rule 6023.3 must comply with the amounts established in Table 1.

620.3 In the case of mistakes made as a result of the entry of a multiple order or quote that leads to the conclusion of more contracts, connected by a continuity with the original error – with reference to a single financial instrument – in addition to the existence of the conditions referred to in guidance Sec 620.2, the interval between the conclusion of the first and last contracts to which the request refers must not exceed 60 seconds.

620.4 For financial instruments traded in a currency other than the Euro the theoretical reference price and the amount of the loss shall be converted into Euro on the basis of the latest available ECB foreign exchange reference rate.

620.5 **Borsa Italiana** shall promptly inform the applicant where the request for activation of the extraordinary procedure is refused, giving the reasons for the refusal.

620.6 The prices obtained by applying the maximum divergence thresholds to



the theoretical reference prices shall be rounded to the trading tick of the same SeDeX financial instrument.

620.7 The intermediaries consulted by Borsa Italiana in order to determine the theoretical reference prices shall be selected from among those not directly or indirectly affected by the error being corrected.

**TABLE 1**

SEGMENT	MINIMUM LOSS in euro		DETERMINATION OF THE "THEORETICAL REFERENCE PRICES" (*) based on one or more of the following criteria	DETERMINATION OF THE "MAXIMUM DIVERGENCE THRESHOLDS"
	Single order or quote	Multiple orders or quotes (within 60 seconds)		
Leveraged certificates class B	2,000		(A), (B), (C), (D)	Table 2
Other segments				Table 3
(*) Methods of determination of the "theoretical reference prices" A: the arithmetic mean of the prices of a minimum of three and a maximum of ten consecutive trades executed on the same day, chosen among those preceding or following the error; B: the closing price referred to in Article 2060; C: objective reference values available to the market; D: the mean of the liquidity provider's or market maker's bid-ask quotations entered on the same day, chosen among those prior and subsequent to the error if not affected by the error itself.				

The maximum divergence threshold for each instrument shall be equal to the percentages shown in the table below:

**TABLE 2: maximum divergence thresholds for Leveraged Certificates Class B (Z% thresholds)**

Theoretical reference price in euro	Maximum price deviation (Z%)
Less than or equal to 0.005	5 * Z'%
0.0051 - 0.01	3 * Z'%
0.0101 - 0.05	2 * Z'%
Oltre 0.05	Z'%

Where the Z'% deviation is defined as follows:

	Underlying asset class			
Leverage (long/short)	Commodities (including indices and	Equities (including indices	Bonds and currencies (including	Other asset classes

	futures)	and futures)	indices and futures)	
Up to 3	<u>10%</u>	<u>7.5%</u>	<u>2.0%</u>	<u>15%</u>
Above 3 up to 5	<u>15%</u>	<u>10%</u>	<u>3.0%</u>	<u>20%</u>
Above 5	<u>25%</u>	<u>20%</u>	<u>5.0%</u>	<u>25%</u>

The maximum divergence for each instrument is equal to the percentages shown in the following table, without prejudice to the provisions of the following point:

TABLE 3 (applicable to the other instruments)

Theoretical reference price in euro (FMV = Fair Market Value)	Maximum divergence threshold
FMV < 0.01	75%
0.01 ≤ FMV < 0.1	50%
0.1 ≤ FMV < 0.25	25%
0.25 ≤ FMV < 0.75	17.50%
0.75 ≤ FMV < 1	15%
1 ≤ FMV < 2	10%
2 ≤ FMV < 5	7.5%
5 ≤ FMV < 15	5.0%
15 ≤ FMV < 100	3.5%
100 ≤ FMV	2.5%

Sec.  
630

Determination of the fee for handling errors

630.1

**Borsa Italiana** shall use the following formula to determine the fee referred to rule 6029:

$$C = 50 \times N_{cp} + 10 \times N_{ct}$$

where:

C = the fee in euro;

$N_{cp}$  = the number of counterparties involved in the contracts affected by the procedure;

$N_{ct}$  = the number of contracts considered in the calculation, set equal to 0 where the number of contracts affected by the procedure is less than or equal to 50 and to the number in excess of 50 where the number of contracts affected by the procedure is more than 50.

The fee may not be less than 250 euro or more than 2,500 euro.

630.2

The minimum fee referred to in the preceding guidance shall be raised to 1,000 euro for handling errors resulting from multiple orders or quotes referred to in the guidance to the rules 620.3

**Handling of technical breakdowns**

G	6040	<i>Inter alia</i> with the aim of ensuring equal access to the market by approved intermediaries in conditions of adequate transparency, <b>Borsa Italiana</b> :
	6040.1	shall establish in the guidance 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;
6040.2	may order the temporary suspension of trading where technical breakdowns affect a significant number of approved intermediaries
6040.3	shall inform the market of the measures adopted in accordance with this rule where they impinge on approved intermediaries' operations or the trading of <b>SeDeX financial instruments</b> .

Sec. *Guidance to Rule:*

660 *Handling of technical breakdowns*

- 660.1 *In monitoring the operation of the technical equipment and transmission networks of the electronic data processing and telecommunication systems referred to in rule 6001.5, **Borsa Italiana** shall continuously verify:*
- a) *approved intermediaries' operational and informational links to the market;*
  - b) *the working of the electronic data processing equipment and telecommunication networks for the provision of trading support services, the dissemination of information and the daily checking and correction of contracts;*
  - c) *the regular operation of the different market phases in accordance with the procedures and timetables prescribed.*
- 660.2 *Where the controls reveal anomalies involving a significant number of approved intermediaries, **Borsa Italiana** may adopt one of the following measures for an individual **SeDeX financial instrument**:*
- a) *prolong or postpone one or more market phases;*
  - b) *suspend one or more market phases;*
  - c) *prolong the session;*
  - d) *close the session early.*
- 660.3 ***Borsa Italiana** shall also assess the significance of the number of approved intermediaries affected by technical breakdowns referred to in rule 6040.2 in relation to:*
- a) *the nature of the breakdowns and the operational limitations (access or information) observed;*
  - b) *the procedures for connecting the approved intermediaries affected to the market;*
  - c) *the fact that the breakdowns concerned all or part of the technical resources available to approved intermediaries;*
  - d) *the market share of the approved intermediaries affected.*
- 660.4 *The duration of the suspensions and postponements referred to in guidance sec 660.2 shall be fixed in a transparent manner and in a way that allows a significant number of approved intermediaries to assess their contractual positions and re-establish regular connections with the market.*
- 660.5 *Trading may be restarted:*
- a) *with a phase which permits approved intermediaries to annul unexecuted orders they had entered in the market before the suspension.*
  - b) *with the auction method;*
  - c) *with the continuous trading procedure.*

# COMPLIANCE PROCEDURES

## Measures against market intermediaries and issuers

C010	<p>Without prejudice to rule 1021, where there is a violation of these rules or the accompanying guidance, including the case of <b>issuers</b> or market intermediaries hindering the verification activity referred to in rule 1210, <b>Borsa Italiana</b> may apply one or more of the following measures against the <b>issuers</b> or the market intermediaries in question:</p>
C010.1	a written warning to observe the Rules and accompanying guidance;
C010.2	a written censure;
C010.3	a fine of between 5,000 and 500.000 euros;
C010.4	suspension from trading in the market;
C010.5	exclusion from trading in the market.
C011	<p>The measures provided for in the rules, C010.4 and C010.5 may be made public as described in Rule C040. Measures provided in the previous rules C010.1, C010.2 and C010.3 may be made public as described in rule C040, where <b>Borsa Italiana</b> is of the opinion that this is deemed necessary and appropriate for the purpose of market protection. <b>Borsa Italiana</b> 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 rule C010.1 could be disclosed only without the name of the <b>intermediary</b> to which such measure applies.</p>
C012	<p>In order to adopt the measures referred to in the rule C010, <b>Borsa Italiana</b> shall take the following criteria into account:</p>
C012.1	the actual and potential impact on the market and the external importance of the violation and the impact on the <b>issuer's</b> economic and financial situation;
C012.2	the size, duration and nature of the violation;
C012.3	how <b>Borsa Italiana</b> became aware of the violation;
C012.4	the benefits accrued by the <b>issuer</b> or market <b>intermediary</b> from the violation;
C012.5	The <b>issuer's</b> or market <b>intermediary's</b> reaction to <b>Borsa Italiana's</b> requests and its actual and previous behavior;
C012.6	magnitude of fraud and negligence;
C012.7	functioning of system used for internal control and prevention of violations;
C012.8	numbers and magnitude of violations previously committed by the same

	<b>issuer</b> or <b>market intermediary</b> ;
C012.9	size of the <b>issuer</b> or market <b>intermediary</b> and of the group it belongs to;
C012.10	the cases in which various provisions are breached or the same provision is breached more than once.
C013	Where there is a violation of quotation obligations by <b>specialists, Borsa Italiana</b> may initiate the procedure referred to in rule C020.
C014	Where a measure of suspension or exclusion from trading is adopted, from the time such measure takes effect the market <b>intermediary</b> to which it is applied shall only be permitted, under the surveillance of <b>Borsa Italiana</b> , to close out any positions still open and carry out any related transactions that are necessary to protect customers' interests.
C015	The use to which fines are put shall be established on a general basis by <b>Borsa Italiana</b> in an ad hoc measure communicated to <b>Consob</b> and published in a <b>Notice</b> .
C016	In derogation to the provision at article C010, in the case of breach of the provisions of articles 1400.5 and 4021, and the obligations contained in the guidance sec 401, 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 from C020 to C050 shall not apply.

#### **Procedure for verifying violations**

C020	In order to apply the measures referred to in rule C010, the procedure described in this rule shall be initiated within one year of the presumed violation or of the later date on which <b>Borsa Italiana</b> learned of the presumed violation. In the latter case the procedure described in this rule may not be initiated after three years have elapsed from the date of the presumed violation.
C021	For the purpose of applying the measure referred to in rule C010.2, C010.3, C010.4 and C010.5, <b>Borsa Italiana</b> sends the <b>issuer</b> or the market <b>intermediary</b> concerned a notification: <ul style="list-style-type: none"> <li>C021.1 containing a description of the alleged violation</li> <li>C021.2 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.</li> </ul>
C022	The notification referred to in rule C021 may indicate the measure <b>Borsa Italiana</b> intends to apply. In such case, if the time limit referred to in rule C021.2 expires without the <b>issuer</b> or the market <b>intermediary</b> having submitted a written brief or requested a hearing, <b>Borsa Italiana</b> shall apply the measure indicated in the notification.
C023	If the <b>issuer</b> or the market <b>intermediary</b> requests a hearing in which to examine the question jointly or if <b>Borsa Italiana</b> considers such a hearing to be necessary, <b>Borsa Italiana</b> shall establish the date for the hearing and inform the <b>issuer</b> or the market <b>intermediary</b> accordingly. The <b>issuer</b> or the market <b>intermediary</b> 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.

C024 On the basis of the evidence collected as part of the procedure, **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 rule C023, or if no such hearing is requested or scheduled by **Borsa Italiana**, within 45 days of the expiry of the time limit set pursuant rule C021.2.

C025 Decisions adopted pursuant to the preceding rule C024 shall be promptly notified to the interested party giving the reasons for the decision. If one of the measures referred to in rule C010 is applied, the costs of the procedure and in particular those in relation to the examination of the written briefs submitted and the hearings requested, determined on a flat-rate basis in accordance with the provisions of rule 1300, shall be charged to the market **intermediary** or to the **issuer**.

#### **Review of measures**

C030 The **issuer** or the market **intermediary** may ask for the review of the measure applied pursuant to rule 1021 and rule C010 within 15 days of the notification referred to in respectively rule 1021.7, and rule C025 by means petition to the Appeals Board established pursuant to C090.

C031 For the measure referred to in rule C010.1, the 15 days run from the moment in which the decision is notified to the interested party.

#### **Disclosure to the public of measures**

C040 Applications of the measures referred to in rule C010 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.

C041 At the request of the **issuer** or the market **intermediary**, 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.

#### **Suspension of time limits**

C050 The time limits referred to in this Title shall be suspended from 1 August to 31 August of each year.

#### **Jurisdiction**

C060 These rules, the accompanying guidance and any other provisions concerning the operation of market and services and subsequent amendments shall be governed by the laws of Italy.

#### **Disputes submitted to the courts**

C070 Disputes concerning the fees referred to in rule 1300 and 1451, and the amounts referred to in guidance sec 650 referring to fees payable by

intermediaries where due, shall be heard exclusively by Italian judges and the competent court shall be exclusively the Court of Milan.

### **Other disputes**

C080 Any dispute other than those referred to in rule C070 caused by or deriving from these rules, the accompanying guidance or any other provisions concerning the operation of market and subsequent amendments shall be settled finally by a Board of Arbitration set up in accordance with rule C100.

C081 Prior recourse to the Appeals Board procedure referred to in rule C090 shall be a necessary condition for initiating the arbitration procedure

### **Appeals Board**

C090 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**.

C091 The members of the Appeals Board shall be chosen from among independent persons of proven expertise in matters concerning financial markets.

C092 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.

C093 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 rule C030 and C031 and shall be promptly notified to the parties. The language of the proceedings shall be the Italian language..

C094 In agreement with the other members of the Board, the chairman may assign a question to a single member of the Board.

C095 The decisions of the Appeals Board shall not be binding on the parties and where one of the parties initiates arbitration pursuant to rule C100, 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.

C096 The fees of the members of the Appeals Board shall be borne by the losing party.

### **Board of Arbitration**

C100 The Board of Arbitration shall be composed of three members appointed as follows:

- C100.1 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;

C100.2 the party that receives the invitation referred to in rule C100.1 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;

C100.3 the third arbitrator, who shall act as Chairman of the Board of Arbitration, shall be appointed consensually by the arbitrators referred to in rule C100.1 and C100.2; where they fail to agree within 20 days, the third arbitrator shall be appointed by the Chairman of the Milan Court.

C101 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 rule C093. 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.

C102 The seat of the Board of Arbitration shall be in Milan in the place designated by its Chairman.





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