PROCEDURE FOR MANAGING, KEEPING AND UPDATING THE INSIDER REGISTER OF TAKE OFF S.P.A.

(Document approved by the Board of Directors of Take Off S.p.A. at the meeting of 12 October 2021)

Introduction

In compliance with the combined provisions of art. 31 of the Euronext Growth Milan Issuers' Regulation ("Euronext Growth Milan Issuers' Regulation"), art. 18 of Regulation 596/2014/EU of the European Parliament and Council as subsequently amended and integrated ("MAR Regulation") as well as Implementing Regulation 347/2016/EU of the European Commission ("Regulation"), the Board of Directors of Take Off S.p.A. ("Take Off" or "Company" or "Issuer"), at the meeting held on 12 October 2021 approved this procedure ("Procedure") for the managing, keeping and updating of the Insider Register ("Insider Register"). This Procedure comes in force from the presentation of the demand for the admission to trading of the Take Off Shares (as defined below) on the multilateral trading system Euronext Growth Milan.

This Procedure is related to the "*Regulation for the Management of Significant Information and Inside Information*" adopted by the Company.

For matters not explicitly covered in this procedure, express reference is made to the provisions on dissemination of price sensitive information, and company information in the Euronext Growth Milan Issuers' Regulation, the Regulation and the legal and regulatory provisions, Italian and European, applicable at the time.

Article 1

Definitions

Capitalised terms and expressions have the meaning indicated below.

"Shares" means the ordinary shares of the Company.

"Board of Statutory Auditors" means the board of statutory auditors of the Company in office at the time.

"Board of Directors" means the board of directors of the Company in office at the time.

"Subsidiaries" means the subsidiaries of the Issuer pursuant to art. 2359 Italian Civil Code

"Group" means the group consisting of the Company and its Subsidiaries.

"Inside Information" means information of a precise nature, which has not been made public, concerning – directly or indirectly – the Company or one of its Subsidiaries or the Financial Instruments issued by the Company, which, if it were made public, would have a significant effect on the prices of the Financial Instruments or on the prices of related financial derivatives.

In particular, information of a "precise nature" means information that:

a) refers to a set of circumstances that exist or circumstances that may be reasonably expected to come into existence or to an event occurred or that may be reasonably expected to occur;

b) is specific enough to enable a conclusion to be drawn as to the possible effect of those circumstances or that event on the price of the financial instruments or related financial derivatives. In the case of a protracted process which is intended to materialise, or which determines, a particular circumstance or a particular event, that future circumstance or future event, as well as the intermediate stages of said process that are connected to the materialisation or determination of the future circumstance or event, may be considered as information of a precise nature.

"Information that, if it were made public, would have a significant effect on the prices of the Financial Instruments or on the prices of related financial derivatives" means information that reasonable investors are likely to use as one of the elements on which to base their investment decisions.

"Investor Relator" means the head of the investor relations function of the Company.

"Insider Register Keeper" means the person in charge of keeping, managing and updating the Insider Register, identified by the Company in the Investor Relation manager.

"Financial Instruments" means the financial instruments of the Company admitted to trading on a multilateral trading system, as defined in art. 4, par.1: 15 of Directive 2014/65/EU and mentioned in section C of Annex I of Directive 2014/65/EU of the European Parliament and Council.

Article 2

Natural and legal persons listed in the Insider Register

2.1 The Insider Register contains the list of those who, because of the function they perform or the position they occupy with the Issuer, have regular access to inside information, for example:

(i) the members of the Board of Directors and the Board of Statutory Auditors of the Company and/or the Group;

(ii) the parties with management functions at the Company and/or the Group, employees and managers who have regular access to Inside Information concerning, directly or indirectly, the Company and/or the Group and hold the power to make management decisions that may affect the future performance and the outlook of the Company; as well as all other parties who, as part of their duties, take part in the meetings of the corporate bodies, in regard to all Inside Information concerning the Issuer;

(iii) the parties that perform the functions in (i) and (ii) above in a company controlled, directly or indirectly, by the Company;

(iv) consultants, accountants or credit rating agencies (henceforth, jointly, "Significant Parties").

Article 3

Insider Register Structure

3.1 The Insider Register is an electronic register, drafted according to the model provided by the Regulation, structured in a single section, which reports the data of those who have always access to Inside Information ("Permanent Insider Register").

The list in the Permanent Insider Register must report:

(i) date and time the list was created, that is, the moment when the inside information was identified;

(ii) date and time of the most recent update;

(iii) date of delivery to the competent Authority, if appropriate;

(iv) name, surname and surname at birth (if different) of the Significant Party;

(v) professional phone number of the Significant Party (direct fixed and mobile professional phone line);

(vi) name and address of the Company;

(vii) function and reason for access to Inside Information on a permanent basis;

(viii) the date and time when the Significant Party was placed in the register of parties with permanent access;

(ix) the date of birth of the Significant Party;

(x) the tax code of the Significant Party;

(xi) private phone number of the Significant Party (home and personal cell); and

(xii) full private address (street, house number, town, postcode, country) of the Significant Party.

3.4. Nevertheless, the content of the Permanent Insider Register must correspond to the models specified by the annexes to Implementing Regulation (EU) 2016/347 of the Commission.

Article 4

Procedure for keeping the Insider Register

4.1 The Insider Register must be kept in an electronic format and consists in a system accessible through Internet/Intranet protected by adequate security systems and access filters and credentials.

4.2 The Insider Register must guarantee:

(i) the confidentiality of the information contained, ensuring that access to the list is restricted to the parties clearly identified who need accessing it due to the nature of their function or position;

(ii) the accuracy of the information in the list; as well as

(iii) the access and retrieval of the previous versions of the list.

4.3 There is a single Insider Register for the Group, kept by the Insider Register Keeper. Besides the functions identified in other sections of the Procedure, the Insider Register Keeper oversees the criteria and methods to be adopted to keep, manage and search the information in the Insider Register, to ensure it can be easily accessed, managed, consulted, extracted and printed.

4.4 The Issuer may delegate to a person, acting in the name and on behalf of the Issuer, the task of drafting and updating the Insider Register. The Issuer continues to be fully responsible for the fulfilment of the obligations set by art. 18 of the MAR Regulation on lists of persons having access to Inside Information and always retains the right to access the Insider Register. In this case, the Issuer (through the Chairman of the Board of Directors) promptly informs the Insider Register Keeper of all information that must be placed or updated in the Insider Register.

4.5 If the Company decides to delay the publication of the Inside Information, the Register shall indicate those who have had access to the Inside Information in the period between the time the information was classified as Inside Information and the time it was published.

Article 5

Updating, storing and transmitting the Insider Register data

5.1 The Insider Register must be updated without delay by the Insider Register Keeper, making a note of the day and hour when the change that has made necessary the update in question takes place, if:

(i) the reason why a party is listed in the Insider Register changes;

(ii) a new party must be listed in the Insider Register having been given access to Inside Information;

(iii) a party listed in the Insider Register has no longer access to Inside Information, noting the day from which access no longer occurs.

5.2 Without prejudice to the powers of the competent authorities, access to the Insider Register pertains to the Insider Register Keeper and the Chairman of the Board of Directors; these monitor the correct application of this Procedure, making use, if appropriate, of the competent corporate structures.

5.3 The lists of Significant Parties in the Insider Register are kept by the Company for a period of at least 5 years after the processing or the update.

5.4 The Insider Register Keeper sends an electronic copy of the Insider Register to the competent authorities as soon as possible, if requested. The delivery shall take place with the methods each time specified by the laws and regulations in force. As at the date of approval of the Procedure, on request, the Issuer sends to CONSOB the Insider Register by PEC to the address consob@PEC.consob.it, following any additional indication made in the request.

Article 6

Disclosure to the persons listed in the Insider Register

6.1 Immediately after listing a Significant Party in the Insider Register, the Insider Register Keeper shall inform this party of:

(i) the listing in the Insider Register;

(ii) the legal and regulatory obligations deriving from access to Inside Information; and

(iii) the sanctions that may be imposed in the case of insider dealing and unlawful communication of Inside Information.

6.2 The disclosure is made in writing, by certified email, registered mail or delivery by hand.

6.3 The Insider Register Keeper informs the Significant Parties already listed in the Insider Register of any update to their data, with notification in writing sent by certified email or registered mail or hand delivery, and also informs them if they are removed from the Insider Register, with notification also sent by certified email or registered mail or hand delivery.

6.4 The Insider Register Keeper keeps a copy of the notifications sent on a durable medium to ensure proof and traceability of the fulfilment of information obligations.

6.5 The Insider Register Keeper delivers to Significant Parties requesting it a paper copy of their information contained in the Insider Register.

Article 7

Notifications by Significant Parties to the Keeper

Each Significant Party must:

(i) return, signed for acknowledgement, a copy of this Procedure, accepting thus its content through delivery to the office of the Insider Register Keeper of the notification of listing in the Register as set forth in **Annex A**;

(ii) comply with its provisions.

Article 8

Processing of personal data

8.1 For the purposes of the Procedure, the Company must process certain personal data of the Significant Parties that are duly informed, through Annex A, pursuant to the laws and regulations on personal data protection (Regulation EU no. 679/2016 and Italian implementing provisions in the version in force at the time).

Article 9

Final provisions

9.1 The Insider Register Keeper shall ensure the update of the Procedure in the light of the changes in the Insider Register provisions and in other provisions in force at the time and of the implementation experience accrued, submitting to the Chairman of the Board of Directors the proposals for the amendment and/or integration of the Procedure deemed necessary or appropriate.

9.2 The Keeper shall inform in writing, without delay, the Significant Parties of the amendments and/or integrations of the Procedure as set forth in this Article and shall obtain the acceptance of the new content of the Procedure in the forms and with the methods indicated in art. 7 above.

ANNEX A – NOTIFICATION OF LISTING

Notification of listing in Insider Register and information on the processing of personal data of the parties to be placed in the Register of the persons that may have access to inside information pursuant to Regulation 596/2014/EU

The undersigned Take Off S.p.A. ("Company" or "Data Controller"), pursuant to the provisions of art. 31 of the Euronext Growth Milan – Mercato Alternativo del Capitale Issuers Regulation ("Euronext Growth Milan Issuers' Regulation"), of art. 18 of Regulation 596/2014/EU of the European Parliament and the Council ("MAR Regulation") and of the Implementing Regulation 347/2016/EU of the European Commission, has created the register of the persons with access to inside information pursuant to art. 7 of the MAR Regulation ("Insider Register").

We inform you that your personal data was placed on DATE START REGISTRATION in said Insider Register, on DATE DOCUMENT for the following reason:

REASON FOR LISTING

It should be noted that those who have inside information on the Company, for the purposes of their dissemination, must follow the instructions of the procedure specified in the "Regulation for the management of Significant Information and Inside Information", enclosed, available also on the website www.takeoffoutlet.it.

Please also carefully read the provisions in this letter and in **Annex 1** carrying the transposition of some rules of the MAR Regulation as well as the provisions of Legislative Decree no. 58/1998 ("Consolidated Finance Law") relevant to market abuse.

Lastly, you should know that the Company must send the Insider Register to the authorities competent, if requested.

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Pursuant to art. 13 of the Regulation EU no. 679/2016 ("GDPR") and to the implementing Italian provisions (jointly, with GDPR "Applicable Privacy Regulations"), some information – that represent personal data pursuant to the Applicable Privacy Regulations – shall be placed in the Insider Register.

It should be noted that processing must be understood, according to the current provisions, as any activity related to personal data, independently from the means and the procedures employed, such as the collection, registration, organisation, storage, consultation, processing, modification, selection, extraction, comparison, use, interconnection, block, notification, dissemination, cancellation and destruction of data, even if not entered in a database.

1. PERSONAL DATA PROCESSED

We provide below the list of your personal data – which may be integrated from time to time – that the Data Controller may process:

(a) biographical data (name, surname, date of birth, full private residence address);

(b) tax data (tax code);

(c) other elements of identification (personal telephone number and identification elements of the company involved).

In this regard, please note that any failure to communicate or incorrect communication of such data could make it impossible for the Company to:

- verify and ensure that the results of the processing itself correspond to the obligations imposed by the European legislation on which it is based;
- establish or correctly continue the contractual relationship with you, within the limits in which such data are necessary for its execution.

2. PURPOSE OF THE PROCESSING AND CONSEQUENCES FOR FAILURE TO PROVIDE PERSONAL DATA

The personal data, requested or acquired in order to proceed with your registration in the Insider Register, shall be processed by the Data Controller for the following purposes:

(1) effectively manage the obligations related to the charges deriving from Italian and European legislation;

(2) fulfil obligations imposed by provisions issued by legal Authorities and by supervisory and control bodies;

(3) assert or defend a right in court (breach of contract, warnings, settlements, debt collection, arbitration, legal disputes), directly or through a third party;

(4) fulfil fiscal and contractual obligations.

It should be noted that for these purposes the Company may process your data without having to obtain your consent, in compliance with the provisions of the Applicable Privacy Regulations.

3. LEGAL BASIS OF THE PROCESSING

Pursuant to art. 6, par.1, letter c) of the GDPR, the processing of your personal data takes place by virtue of a regulatory obligation regarding market abuse and the processing of Inside Information. In any case, it is understood that the processing of such data shall not involve a violation or prejudice to your fundamental rights.

4. SUBJECTS AUTHORISED TO THE PROCESSING

Your data may be processed by persons appointed to the purpose (managers, administrators and auditors, internal secretarial offices, accounting and billing staff, service/product marketing staff, customer technical assistance staff) and/or, where appointed, external data processors, the list of which is freely accessible upon written request to be made to the Data Controller.

5. COMMUNICATION OF DATA TO THIRD PARTIES

Within the limits of the purposes referred to in art. 2 above, your data may be disclosed by the Company to the following natural or legal persons:

- to parties to whom the communication and dissemination of data is prescribed or permitted by law, regulation or EU legislation, within the limits necessary for the specific purpose;
- to parent companies, subsidiaries and affiliates of the Data Controller and their employees or consultants, for the fulfilment of legal obligations or for activities related or consequent to the management, under any contractual profile, of the relationship established with you;

- to the parties handling the obligations charged to the Company and/or related to your contractual relationship, with particular reference to accounting obligations;
- to all those acting as external data processors on behalf of the Data Controller, the list of which is freely accessible and constantly updated;
- to the independent contractors that maintain our information system and/or the software we use if these fail or there are issues with the safety of the treatment, for the time strictly necessary to restore functionality;
- to parties that need to access your data to ensure the correct performance of the contractual relationship, within the limits strictly necessary to carry out auxiliary tasks (for example, credit institutions, shippers, etc.).

In addition, your personal data may be shared among the companies of the Group, confidentially and with restrictions, if requested, for purposes strictly connected to the management and organization of the contractual relationship.

6. DURATION OF PROCESSING

In any case, your data may not be kept for more than five (5) years, to comply with the legal obligations deriving from the European legislation on market abuse.

7. TRANSFER ABROAD

The current structure of the Company does not require your personal data to be sent outside the territory of the European Union. In all cases where the transfer of data abroad is optional, the Company shall request your specific consent, or enter into suitable agreements with third parties, also using the standard contractual clauses approved at European level from time to time.

8. RIGHTS OF DATA SUBJECTS

We remind you that the Applicable Privacy Regulations recognises certain rights to data subjects including, by way of example, the right (i) to access their personal data, (ii) to request their rectification, (iii) to request their updating and deletion, if incomplete, erroneous or collected in violation of the law, (iv) to request that the processing be limited to a part of the information concerning you; (v) to oppose their treatment for legitimate reasons; and (vi) to exercise the additional rights recognised.

If the response to your requests has not been satisfactory in your opinion, you may contact and complain to the Authority for the protection of personal data (http://www.garanteprivacy.it/) in the ways provided for by the applicable laws and regulations.

You may, at any time, ask any question on the processing of your personal data and request to exercise your rights, by sending your request to the postal address indicated above, or by e-mail to the address info@takeoffoutlet.com .

9. DATA CONTROLLER

The Data Controller is Take Off S.p.A., with registered office in Rome (RM), Via di Novella no. 22 – 00199, registered with the Rome Business Register under no. 04509190759.

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ANNEX 1

Regulatory provisions on penalties applicable in the event of insider dealing and unlawful communication of inside information

We provide below an extract of the articles of the MAR Regulation and the Consolidated Law on Finance concerning the sanctions provided for in the event of market abuse.

Editorial note:

Some passages of the aforementioned legislation have been intentionally omitted from the text as they are not directly relevant for the purposes of this communication.

1. Regulation (EU) no. 596/2014

Article 2 - Scope

1. This Regulation applies to the following:

a) financial instruments admitted to trading on a regulated market or for which a request for admission to trading on a regulated market has been made;

b) financial instruments traded on an MTF, admitted to trading on an MTF or for which a request for admission to trading on an MTF has been made;

c) financial instruments traded on an OTF;

d) financial instruments not covered by point (a), (b) or (c), the price or value of which depends on or has an effect on the price or value of a financial instrument referred to in those points, including, but not limited to, credit default swaps and contracts for difference. (…)

3. This Regulation applies to any transaction, order or behaviour concerning any financial instrument as referred to in paragraphs 1 and 2, irrespective of whether or not such transaction, order or behaviour takes place on a trading venue.

4. The prohibitions and requirements in this Regulation shall apply to actions and omissions, in the Union and in a third country, concerning the instruments referred to in paragraphs 1 and 2.

Article 3 - Definitions

1. For the purposes of this Regulation, the following definitions apply:

1) "financial instrument" means a financial instrument as defined in point 15 of Article 4, paragraph 1 of Directive 2014/65/EU;

(…)

6) "regulated market" means a regulated market as defined in point 21 of Article 4, paragraph 1 of Directive 2014/65/EU;

7) "multilateral trading facility" or "MTF" means a multilateral system as defined in point 22 of Article 4, paragraph 1 of Directive 2014/65/EU;

8) "organised trading facility" or "OTF" means a system or facility in the Union as defined in point 23 of Article 4, paragraph 1 of Directive 2014/65/EU;

(…)

21) "issuer" means a legal entity governed by private or public law, which issues or proposes to issue financial instruments, the issuer being, in case of depository receipts representing financial instruments, the issuer of the financial instrument represented;

Article 7 - Inside Information

1. For the purposes of this Inside Information Regulation, the following definitions apply:

a) information of a precise nature, which has not been made public, concerning – directly or indirectly – one or more issuers or one or more financial instruments, which, if it were made public, could have a significant effect on the prices of these financial instruments or on the prices of related financial derivatives;

(…)

d) for persons charged with the execution of orders concerning financial instruments, it also means information conveyed by a client and relating to the client's pending orders in financial instruments, which is of a precise nature, relating, directly or indirectly, to one or more issuers or to one or more financial instruments, and which, if it were made public, would be likely to have a significant effect on the prices of those financial instruments, the price of related spot commodity contracts, or on the price of related derivative financial instruments.

2. For the purposes of paragraph 1, information shall be deemed to be of a precise nature if it indicates a set of circumstances which exists or which may reasonably be expected to come into existence, or an event which has occurred or which may reasonably be expected to occur, where it is specific enough to enable a conclusion to be drawn as to the possible effect of that set of circumstances or event on the prices of the financial instruments or the related derivative financial instrument, the related spot commodity contracts, or the auctioned products based on the emission allowances. In this respect in the case of a protracted process that is intended to bring about, or that results in, particular circumstances or a particular event, those future circumstances or that future event, and also the intermediate steps of that process which are connected with bringing about or resulting in those future circumstances or that future event, may be deemed to be precise information.

3. An intermediate step in a protracted process shall be deemed to be inside information if, by itself, it satisfies the criteria of inside information as referred to in this Article.

4. For the purposes of paragraph 1, information which, if it were made public, would be likely to have a significant effect on the prices of financial instruments, derivative financial instruments, related spot commodity contracts, or auctioned products based on emission allowances shall

mean information a reasonable investor would be likely to use as part of the basis of his or her investment decisions.

(…)

Article 8 - Insider dealing

1. For the purposes of this Regulation, insider dealing arises where a person possesses inside information and uses that information by acquiring or disposing of, for its own account or for the account of a third party, directly or indirectly, financial instruments to which that information relates. The use of inside information by cancelling or amending an order concerning a financial instrument to which the information relates where the order was placed before the person concerned possessed the inside information, shall also be considered to be insider dealing. (…)

2. For the purposes of this Regulation, recommending that another person engage in insider dealing, or inducing another person to engage in insider dealing, arises where the person possesses inside information and:

a) recommends, on the basis of that information, that another person acquire or dispose of financial instruments to which that information relates, or induces that person to make such an acquisition or disposal, or

b) recommends, on the basis of that information, that another person cancel or amend an order concerning a financial instrument to which that information relates, or induces that person to make such a cancellation or amendment.

3. The use of the recommendations or inducements referred to in paragraph 2 amounts to insider dealing within the meaning of this Article where the person using the recommendation or inducement knows or ought to know that it is based upon inside information.

4. This Article applies to any person who possesses inside information as a result of:

a) being a member of the administrative, management or supervisory bodies of the issuer or emission allowance market participant;

b) having a holding in the capital of the issuer or emission allowance market participant;

c) having access to the information through the exercise of an employment, profession or duties; or

d) being involved in criminal activities.

This Article also applies to any person who possesses inside information under circumstances other than those referred to in the first paragraph where that person knows or ought to know that it is inside information.

5. Where the person is a legal person, this Article shall also apply, in accordance with national law, to the natural persons who participate in the decision to carry out the acquisition, disposal, cancellation or amendment of an order for the account of the legal person concerned.

Article 10 – Unlawful disclosure of inside information

1. For the purposes of this Regulation, unlawful disclosure of inside information arises where a person possesses inside information and discloses that information to any other person, except where the disclosure is made in the normal exercise of an employment, a profession or duties.

This paragraph applies to any natural or legal person in the situations or circumstances referred to in Article 8, paragraph 4.

2. For the purposes of this Regulation the onward disclosure of recommendations or inducements referred to in Article 8, paragraph 2 amounts to unlawful disclosure of inside information under this Article where the person disclosing the recommendation or inducement knows or ought to know that it was based on inside information.

Article 12 – Market manipulation

1. For the purposes of this Regulation, market manipulation shall comprise the following activities:

a) entering into a transaction, placing an order to trade or any other behaviour which:

i) gives, or is likely to give, false or misleading signals as to the supply of, demand for, or price of, a financial instrument, a related spot commodity contract or an auctioned product based on emission allowances; or

ii) secures, or is likely to secure, the price of one or several financial instruments, a related spot commodity contract or an auctioned product based on emission allowances at an abnormal or artificial level;

unless the person entering into a transaction, placing an order to trade or engaging in any other behaviour establishes that such transaction, order or behaviour have been carried out for legitimate reasons, and conform with an accepted market practice (...);

b) entering into a transaction, placing an order to trade or any other activity or behaviour which affects or is likely to affect the price of one or several financial instruments, a related spot commodity contract or an auctioned product based on emission allowances, which employs a fictitious device or any other form of deception or contrivance;

c) disseminating information through the media, including the internet, or by any other means, which gives, or is likely to give, false or misleading signals as to the supply of, demand for, or price of, a financial instrument, a related spot commodity contract or an auctioned product based on emission allowances or secures, or is likely to secure, the price of one or several financial instruments, a related spot commodity contract or an auctioned product based on emission allowances at an abnormal or artificial level, including the dissemination of rumours, where the person who made the dissemination knew, or ought to have known, that the information was false or misleading;

d) transmitting false or misleading information or providing false or misleading inputs in relation to a benchmark where the person who made the delivery or provided the input knew or ought to have known that it was false or misleading, or any other behaviour which manipulates the calculation of a benchmark.

2. The following behaviour shall, inter alia, be considered as market manipulation:

a) the conduct by a person, or persons acting in collaboration, to secure a dominant position over the supply of or demand for a financial instrument, related spot commodity contracts or auctioned products based on emission allowances which has, or is likely to have, the effect of fixing, directly or indirectly, purchase or sale prices or creates, or is likely to create, other unfair trading conditions;

b) the buying or selling of financial instruments, at the opening or closing of the market, which has or is likely to have the effect of misleading investors acting on the basis of the prices displayed, including the opening or closing prices;

c) the placing of orders to a trading venue, including any cancellation or modification thereof, by any available means of trading, including by electronic means, such as algorithmic and high-frequency trading strategies, and which has one of the effects referred to in paragraph 1 letter a) or b), by:

i) disrupting or delaying the functioning of the trading system of the trading venue or being likely to do so;

ii) making it more difficult for other persons to identify genuine orders on the trading system of the trading venue or being likely to do so, including by entering orders which result in the overloading or destabilisation of the order book; or

iii) creating or being likely to create a false or misleading signal about the supply of, or demand for, or price of, a financial instrument, in particular by entering orders to initiate or exacerbate a trend;

d) the taking advantage of occasional or regular access to the traditional or electronic media by voicing an opinion about a financial instrument, related spot commodity contract or an auctioned product based on emission allowances (or indirectly about its issuer) while having previously taken positions on that financial instrument, a related spot commodity contract or an auctioned product based on emission allowances and profiting subsequently from the impact of the opinions voiced on the price of that instrument, related spot commodity contract or an auctioned product based on emission allowances, without having simultaneously disclosed that conflict of interest to the public in a proper and effective way;

(…)

Article 14 - Prohibition of insider dealing and of unlawful disclosure of inside information

A person shall not:

a) engage or attempt to engage in insider dealing;

b) recommend that another person engage in insider dealing or induce another person to engage in insider dealing; or

c) unlawfully disclose inside information.

Article 15 – Prohibition of market manipulation

A person shall not engage in or attempt to engage in market manipulation.

Article 18 - Insider lists

1. Issuers or any person acting on their behalf or on their account, shall:

a) draw up a list of all persons who have access to inside information and who are working for them under a contract of employment, or otherwise performing tasks through which they have access to inside information, such as advisers, accountants or credit rating agencies (insider list);

b) promptly update the insider list in accordance with paragraph 4; and

c) provide the insider list to the competent authority as soon as possible upon its request.

2. Issuers or any person acting on their behalf or on their account, shall take all reasonable steps to ensure that any person on the insider list acknowledges in writing the legal and regulatory duties entailed and is aware of the sanctions applicable to insider dealing and unlawful disclosure of inside information.

Where another person acting on behalf or on the account of the issuer assumes the task of drawing up and updating the insider list, the issuer remains fully responsible for complying with this Article. The issuer shall always retain a right of access to the insider list.

3. The insider list shall include at least:

a) the identity of any person having access to inside information;

b) the reason for including that person in the insider list;

c) the date and time at which that person obtained access to inside information; and d) the date on which the insider list was drawn up.

4. Issuers or any person acting on their behalf or on their account shall update the insider list promptly, including the date of the update, in the following circumstances:

a) where there is a change in the reason for including a person already on the insider list;

b) where there is a new person who has access to inside information and needs, therefore, to be added to the insider list; and

c) where a person ceases to have access to inside information.

Each update shall specify the date and time when the change triggering the update occurred.

5. Issuers or any person acting on their behalf or on their account shall retain the insider list for a period of at least five years after it is drawn up or updated.

6. Issuers whose financial instruments are admitted to trading on an SME growth market shall be allowed to place in their insider list, only people who, by virtue of the function they perform or the position they occupy with the issuer, have regular access to inside information. (…)

7. This Article shall apply to issuers who have requested or approved admission of their financial instruments to trading on a regulated market in a Member State or, in the case of an instrument only traded on an MTF or an OTF, have approved trading of their financial instruments on an MTF or an OTF or have requested admission to trading of their financial instruments on an MTF in a Member State.

8. Paragraphs 1 to 5 of this Article shall also apply to:

a) emission allowance market participants in relation to inside information concerning emission allowances that arises in relation to the physical operations of that emission allowance market participant;

b) any auction platform, auctioneer and auction monitor in relation to auctions of emission allowances or other auctioned products based thereon that are held pursuant to Regulation (EU) no. 1031/2010.

9. In order to ensure uniform conditions of application of this Article, ESMA shall develop draft implementing technical standards to determine the precise format of insider lists and the format for updating insider lists referred to in this Article.

ESMA shall submit those draft implementing technical standards to the Commission by 3 July 2016.

Power is conferred on the Commission to adopt the implementing technical standards referred to in the first paragraph in accordance with Article 15 of Regulation (EU) no. 1095/2010.

2. Consolidated Finance Law - Legislative Decree no. 58/1998

TITLE I-*BIS* - INSIDER DEALING AND MARKET MANIPULATION CHAPTER II - PENAL SANCTIONS

Article 184 - Insider dealing

1. Imprisonment for between two and twelve years and a fine of between twenty thousand and three million Euro shall be imposed on any person who, possessing inside information by virtue of his membership of the administrative, management or supervisory bodies of an issuer, his holding in the capital of an issuer or the exercise of his employment, profession, duties, including public duties, or position:

a) buys, sells or carries out other transactions involving, directly or indirectly, for his own account or for the account of a third party, financial instruments using such information;

b) discloses such information to others outside the normal exercise of his employment, profession, duties or position, or a market survey carried out pursuant to Article 11 of Regulation (EU) no. 596/2014;

c) recommends or induces others, on the basis of such information, to carry out any of the transactions referred to in paragraph a).

2. The punishment referred to in subsection 1 shall apply to any person who, possessing inside information by virtue of the preparation or execution of criminal activities, carries out any of the actions referred to in subsection 1.

3. Courts may increase the fine up to three times or up to the larger amount of ten times the product of the crime or the profit therefrom when, in view of the particular seriousness of the offence, the personal situation of the guilty party or the magnitude of the product of the crime or the profit therefrom, the fine appears inadequate even if the maximum is applied.

3-*bis*. With regard to financial instrument transactions pursuant to Article 180, par. 1, letter a), point 2), 2-*bis*) and 2-*ter*), only financial instruments whose price or value depends on the price or value of a financial instrument referred to in numbers 2) and 2-*bis*) or has an effect on such

price or value, or relating to auctions on an auction platform authorized as a regulated market of emission allowances, the penal sanction is that of a fine of up to euro one hundred three thousand and two hundred and ninety-one and imprisonment for up to three years.

Article 185 - Market manipulation

1. Imprisonment for between one and six years and a fine of between twenty thousand and three million euro shall be imposed on any person who disseminates false information or sets up sham transactions or employs other devices concretely likely to produce a significant alteration in the price of financial instruments.

1-*bis*. Anyone who has committed the act through purchase and sale orders or transactions carried out for legitimate reasons and in accordance with accepted market practices, pursuant to Article 13 of Regulation (EU) no. 596/2014, shall not be punished.

2. Courts may increase the fine up to three times or up to the larger amount of ten times the product of the crime or the profit therefrom when, in view of the particular seriousness of the offence, the personal situation of the guilty party or the magnitude of the product of the crime or the profit therefrom, the fine appears inadequate even if the maximum is applied.

2-*bis*. With regard to financial instrument transactions pursuant to Article 180, par. 1, letter a), point 2), 2-*bis*) and 2-*ter*), only financial instruments whose price or value depends on the price or value of a financial instrument referred to in numbers 2) and 2-*bis*) or has an effect on such price or value, or relating to auctions on an auction platform authorized as a regulated market of emission allowances, the penalty is that of a fine of up to one hundred three thousand and two hundred and ninety-one euros and of arrest up to three years.

2-*ter*. The provisions of this article also apply to:

a) the activity concerning spot contracts on commodities other than wholesale energy products, which may cause a significant alteration in the price or value of the financial instruments referred to in Article 180, par. 1, letter a);

b) the activity concerning financial instruments, including derivative contracts or derivative instruments for the transfer of credit risk, capable of causing a significant alteration in the price or value of a spot commodity contract, if the price or value depend on the price or value of such financial instruments;

c) the activity concerning benchmarks.

Article 186 - Accessory penalties

1. Conviction for any of the offences referred to in this chapter shall entail the application of the accessory penalties referred to in Articles 28, 30, 32-*bis* and 32-*ter* of the Penal Code for a period of not less than six months and not more than two years and the publication of the judgement in at least two daily newspapers having national circulation of which one shall be a financial newspaper.

Article 187 – Confiscation

1. In the event of conviction for one of the crimes referred to in this chapter the product of the crime or the profit therefrom and the property used to commit it shall be confiscated.

2. If it is not possible to execute the confiscation pursuant to subsection 1, a sum of money or property of equivalent value may be confiscated.

3. For matters not provided for in par. 1 and 2, Article 240 of the Penal Code shall apply.

CHAPTER III – ADMINISTRATIVE SANCTIONS

Article 187-*bis* – Insider dealing

1. Without prejudice to the penal sanctions applicable when the action constitutes a criminal offence, a pecuniary administrative sanction of between twenty thousand euro and five million euro shall be imposed on any person who, violates the prohibition of insider dealing and unlawful communication of Inside Information referred to in Article 14 of Regulation (EU) no. 596/2014.

5. Pecuniary administrative sanctions referred to in this article shall be increased up to three times or up to the larger amount of ten times the profit achieved or the loss avoided as a result of the offence when, taking into account the criteria listed in article 194-*bis* and the magnitude of the product or the profit from the offence, they appear inadequate even if the maximum is applied.

6. For the cases referred to in this article, attempted violations shall be treated as if completed.

Article 187-*ter* – Market manipulation

1. Without prejudice to the penal sanctions applicable when the action constitutes a criminal offence, a pecuniary administrative sanction of between twenty thousand euro and five million euro shall be imposed on any person who, violates the prohibition of market manipulation referred to in Article 15 of Regulation (EU) no. 596/2014.

2. The provision of Article 187-*bis*, par. 5 applies.

4. Those who prove to have acted for legitimate reasons and in compliance with market practices accepted in the market concerned cannot be subjected to an administrative sanction pursuant to this article.

Article 187-*ter.1* – (Sanctions relating to the infringements of the provisions of Regulation (EU) no. 596/2014 of the European Parliament and Council of 16 April 2014)

1. With regard to a body or a company, in the event of infringement of the obligations provided for by article 16, paragraphs 1 and 2 by article 17, paragraphs 1, 2, 4, 5 and 8 of Regulation EU no. 596/2014, by the delegated acts and relative technical rules of regulation and implementation, as well as article 114, paragraph 3 of this decree, a pecuniary sanction of between from five thousand euro and two million five hundred thousand euro, or up to two

percent of turnover when this amount is over two million five hundred thousand euro and turnover can be determined pursuant to article 195, par. 1-*bis* shall be applied.

2. If the infringements indicated by paragraph 1 are committed by a natural person, a pecuniary administrative sanction of between five thousand euro and one million euro shall be applied.

3. Without prejudice to the provisions of paragraph 1, the sanction indicated in paragraph 2 shall be applied against corporate officers and the staff of the company or body responsible for the infringement, in the cases provided for by article 190-*bis*, paragraph 1, letter a).

4. With regard to a body or company, in the event of infringement of the obligations provided for in article 18, paragraphs 1 to 6, in article 19, paragraphs 1, 2, 3, 5, 6, 7 and 11 and in article 20, paragraph 1 of Regulation (EU) no. 596/2014, by the delegated acts and relative technical rules of regulation and implementation.

5. If the infringements indicated by par. 4 are committed by a natural person, a pecuniary administrative sanction of between five thousand euro and five hundred thousand euro shall be applied.

6. Without prejudice to the provisions of paragraph 4, the sanction indicated in paragraph 5 shall be applied against corporate officers and the staff of the company or body responsible for the infringement, in the cases provided for by article 190-*bis*, paragraph 1, letter a).

7. If the advantage achieved by the author of the infringement as a consequence of the infringement itself is above the maximum limits indicated in this article, the pecuniary administrative sanction is increased to up to three times the amount of the advantage obtained, providing this amount can be determined.

8. CONSOB, even in combination with the pecuniary administrative sanctions provided for by this article, can apply one or more of the administrative measures provided for by article 30, paragraph 2 letters a) to g) of Regulation (EU) no. 596/2014.

9. When the infringements are characterised by low offensiveness or dangerousness, in place of the pecuniary sanctions provided for in this article, CONSOB, without prejudice to the right to order the confiscation pursuant to art. 187-*sexies*, may apply one of the following administrative measures:

a) an order to eliminate the alleged infringements, with possible indication of the measures to be taken and the deadline for compliance, and to refrain from repeating them;
b) a public declaration concerning the violation committed and the responsible party, when the alleged infringement has ceased.

10. Failure to comply with the obligations prescribed by the measures referred to in article 30, paragraph 2 of Regulation (EU) no. 596/2014 by the established deadline shall imply an increase of the pecuniary administrative sanction imposed by up to one third or the application of the pecuniary administrative sanction foreseen for the infringement originally disputed increased by up to one third.

11. Articles 6, 10, 11 and 16 of Law no. 689 of 24 November 1981 shall not apply to the pecuniary administrative sanctions provided for by this article.

Art. 187-*quater* - Accessory administrative sanctions

1. Application of pecuniary administrative sanctions referred to in this chapter shall imply:

a) the temporary ban from carrying out administrative, management and control functions at authorised parties pursuant to this decree, legislative decree of 1 September 1993, no. 385, legislative decree 7 September 2005, n. 209, or with pension funds;
b) the temporary ban from carrying out administrative, management and control functions of listed companies and companies belonging to the same group of listed companies;
c) suspension from the Register, pursuant to Article 26, paragraphs 1, letter d), and 1-*bis*, of Legislative Decree no. 39 of 27 January 2010, of the statutory auditor, of the statutory auditing company or of the person in charge of the assignment;
d) suspension from the register referred to in Article 31, paragraph 4, for financial advisors qualified for door-to-door selling;
e) the temporary loss of the integrity requirements for the participants in the capital of the subjects indicated in letter a).

1-*bis*. Without prejudice to the provisions of par. 1, CONSOB, with the provision for the application of the administrative pecuniary sanctions provided for in Article 187-*ter.1*, may apply the ancillary administrative sanctions indicated in par. 1, letters a) and b).

2. Accessory administrative sanctions referred to in par. 1 and 1-*bis* shall have a duration of not less than two months and not more than three years.

2-*bis*. When the perpetrator of the offense has already committed, two or more times in the last ten years, one of the offenses provided for in Chapter II or a violation, with wilful misconduct or gross negligence, of the provisions of art. 187-*bis* and 187-*ter*, the accessory administrative sanction is applied (the permanent ban from carrying out the administration, management and control functions within the entities indicated in par. 1, letters a) and b)), when the same person has already been interdicted for a total period of not less than five years.

3. With the measure imposing pecuniary administrative sanctions referred to in this chapter, CONSOB, taking into account the seriousness of the violation and the degree of fault, may order authorised intermediaries, stock exchange companies, listed issuers and auditing firms not to use the offender in the exercise of their activities for a period of not more than three years and ask the competent professional associations to suspend the registrant from practice of the profession, as well as apply the temporary ban on the conclusion of transactions against the perpetrator of the violation, or the placing of purchase and sale orders in direct counterpart of financial instruments, for a period not exceeding three years.

Art. 187-*quinquies* - Liability of the entity

1. Entities shall be liable for payment of an administrative sanction from twenty thousand euros up to fifteen million euros, or up to fifteen percent of turnover, when this amount is greater than fifteen million euros and the turnover can be determined pursuant to Article 195, paragraph 1-*bis*, in the event that a violation of the prohibition referred to in Article 14 or the prohibition referred to in Article 15 of Regulation (EU) no. 596/2014 was carried out by:

a) persons performing representation, administration or direction functions for the entity or one of its productive unit financially and functionally independent, as well as persons performing, even only de facto, management and control functions at the entity;

b) persons under the direction or the supervision of one of the parties under a) above.

2. If, following the perpetration of offences referred to in subsection 1, the product thereof or the profit accruing to the entity is very large, the sanction shall be increased up to ten times such product or profit.

3. Entities shall not be liable if they demonstrate that the persons specified in par. 1 acted exclusively in their own interest or in the interest of third parties.

4. Articles 6, 7, 8 and 12 of Legislative Decree no. 231 of 8 June 2001 shall apply, insofar as they are compatible, to offences referred to in par. 1. The Ministry of Justice, after consulting CONSOB, shall formulate the observations referred to in Article 6 of Legislative Decree no. 231 of 8 June 2001 with regard to offences referred to in this chapter.

Article 187-*sexies* - Confiscation

1. The imposition of pecuniary administrative sanctions referred to in this chapter shall always entail the confiscation of the product of the offence or the profit therefrom and the property used to commit it.

2. If it is not possible to execute the confiscation pursuant to par. 1, a sum of money, assets or other benefits of equivalent value may be confiscated.

3. In no case may property not belonging to one of the persons on whom the pecuniary administrative sanction was imposed be confiscated.

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