



COESIA S.P.A.

Insider Register Procedure



1. INTRODUCTION

In compliance with the European Union¹ and Italian² regulatory provisions in force from time to time which regulate access to inside information and market abuse (the “**Relevant Regulatory Provisions**”), Coesia S.p.A. (the “**Company**” or “**Coesia**”) has drawn up the register of all persons (each of those persons, the “**Person**”) who, due to their work or professional activities or tasks, have access to Inside Information (as defined below) (the “**Register**”) ³. As a consequence, the Company has adopted this procedure concerning the drawing up, keeping and updating of the Register (the “**Procedure**”) effective from 3 July 2016.

Annex A to this Procedure contains a description of the Relevant Regulatory Provisions which the recipients of this Procedure are obliged to know and to comply with together with the “*Procedure on Management and Treatment of Confidential and Inside Information and for Disclosure of Documents and Information*” adopted by the Company, to which the Procedure is functionally and closely linked.

2. INSIDE INFORMATION

Pursuant to and in compliance with the Relevant Regulatory Provisions⁴, an inside information is an information of a precise nature, which has not been made public, relating, directly or indirectly, to the Company or to the notes of the Company admitted to trade upon the admission request of the Company on the multilateral trading facility ExtraMOT PRO organized and managed by Borsa Italiana S.p.A. (the “**Notes**”), and which if it were made public, would be likely to have a significant effect on the prices of the

¹ See (i) Directive 2014/57/EU of the European Parliament and of the Council of 16 April 2014 on criminal sanctions for market abuse (the “**Market Abuse Directive**”); (ii) Regulation (EU) No. 596/2014 of European Parliament and of the Council of 16 April 2014 on market abuse, and repealing directive 2003/6/EC and directives 2003/124/EC, 2003/125/EC and 2004/72/EC (the “**Market Abuse Regulation**” or “**MAR**”); (iii) Commission Implementing Regulation (EU) 2016/347 of 10 March 2016 laying down implementing technical standards with regard to the precise format of insider lists and for updating insider lists in accordance with the MAR (the “**Implementing Regulation**”), and (iv) the other implementing regulations issued from time to time by the competent authorities.

² See Italian legislative decree of 24 February 1998 No. 58 (the “**Consolidated Law on Finance**”) and the implementing regulatory provisions contained in the regulation concerning issuers adopted by Consob by resolution No. 11971 of 14 May 1999, as amended and supplemented (the “**Issuer Regulation**”).

³ See Article 18 of the MAR and the Implementing Regulation.

⁴ See Article 7 of the MAR.



Notes or on the price of related derivative financial instruments (the “**Inside Information**”).

Inside 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 Notes or the related derivative financial instrument.

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. 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 2. concerning Inside Information.

Information which, if it were made public, would be likely to have a significant effect on the prices of Notes or related derivative financial instrument shall mean information a reasonable investor would be likely to use as part of the basis of his or her investment decisions.

3. INDIVIDUALS OR LEGAL PERSONS REGISTERED IN THE REGISTER (“PERSONS”)

The Register is divided into separate sections each relating to different Inside Information (each, the “**Specific Section**”), drawn up in accordance with the template attached under Annex B. New sections shall be added to the Register upon the identification of new Inside Information. Each Specific Section shall only include details of individuals having access to the Inside Information relevant to that section.

The Register also contains an additional section with the details of individuals who have access at all times to all Inside Information (the “**Permanent Section**”) drawn up in accordance with the template attached



under Annex C. The details of the individuals enrolled in the Permanent Section shall not be included in the Specific Sections.

By way of example, the following Persons may be enrolled in the Permanent Section of the Register upon the occurrence of all the conditions set forth by the Relevant Regulatory Provisions:

- A) the Chair of the Board of Directors, the Chief Executive Officer and other executive Directors, if appointed;
- B) the executives and employees directly reporting to the Chair of the Board of Directors and the Chief Executive Officer, as well as to other executive Directors, if appointed;
- C) the Chief Financial Officer; and
- D) the Investor Relator, if appointed.

By way of example, the following Persons may be enrolled in the Specific Sections upon the occurrence of all the conditions set forth by the Relevant Regulatory Provisions:

- A) the members of the Board of Statutory Auditors, the members of the Supervisory Body (*Organismo di Vigilanza*) pursuant to Italian legislative decree No. 231/2001 of the Company, the executives, employees and collaborators of the Company who, by reason of specific activities carried out, have access to specific Inside Information;
- B) the external advisors who carry out their professional duties based on advisory relationships or paid contracts for service (e.g. legal, fiscal, corporate, financial, accounting advisors, including the audit firm in charge of the legal account auditing of the Company) and have access to specific Inside Information (e.g. with regard to a specific relevant loan transaction), including the banks that organize and implement the Company's lending programs whose existence must be considered relevant for the financial steadiness of the Company or that may also entail the provision of advisory services, such as the structured financing, the financing aimed at the debt restructuring and those



connected with extraordinary transactions (the “**Advisors**”);

- C) the credit rating agencies that cover the Company and/or the Notes.

4. PROCEDURE TO KEEP THE REGISTER

The Internal Audit department of the Company (the “**Internal Audit**”) determines, in addition to the functions identified in other parts of this Procedure, the criteria and methods to adopt for the keeping, management and search of the information contained in the Register, in order to ensure easy and prompt access, management, consultation, extraction, printing and transmission to the competent authorities pursuant to the Relevant Regulatory Provisions.

The Register is kept by electronic means and consists in a system accessible via Internet/Intranet protected by adequate security systems and access filters, such as firewalls, recovery systems and access credentials. The Register is kept by the Internal Audit.

The electronic format of the Register shall at all times ensure:

- a) the confidentiality of the information included by ensuring that access to the Register is restricted to clearly identified persons from within the Company, or any person acting on their behalf or on their account that need that access due to the nature of their function or position;
- b) the accuracy of the information contained in the Register;
- c) the access to and retrieval of the previous versions of the Register.

The Specific Sections and the Permanent Section must at any time contain all the information contained in the templates attached under Annex B and Annex C respectively.

The cancellation of the Persons registered in the Register must occur in the event in which the reason that triggered the registration is no longer valid, including the case in which the Inside Information is made public or, in any case, is no longer considered an Inside Information.



The Internal Audit shall update the Register promptly in the following circumstances:

- a) where there is a change in the reason for including a person already on the Register, including the case in which the registration of the Person must be changed from one section of the Register to the other;
- b) where there is a new Person who has access to Inside Information and needs, therefore, to be added to the Register; 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.

The Company shall retain information on the Persons registered in the Register for a period of at least five years after it is drawn up or updated.

For the purpose of the keeping and updating the Register:

- (i) the Internal Audit is responsible of the collection and updating of the information on the Persons to be registered or registered in the Specific Sections and in the Permanent Section.

Simultaneously to the registration of a Person in the Register, the Internal Audit informs him/her:

1. of his/her registration in the Register;
2. of the obligations deriving from having access to the Inside Information; and
3. of the sanctions in the event of the commission of Inside Information and market manipulation offenses or in the case of unlawful disclosure or unauthorized dissemination of the Inside Information.

The notice is given in accordance with the template attached under Schedule 1 of **Annex D**, sent by any mean that guarantees the receipt. The Internal Audit also informs the Persons already registered in the Register of any updates that regard them, by means of a communication conforming to the template attached under Schedule 2 of **Annex D** sent by any mean that guarantees the receipt, as well as if they



have been canceled from the Register, by means of a communication conforming to the template attached under Schedule 3 of Annex D, also sent by any mean that guarantees the receipt.

The Internal Audit keeps a copy of the communications sent on a durable mean to ensure proof and traceability of compliance with the notification obligations.

The Internal Audit provides the Persons who request it with a printed copy or on any other durable mean of the information regarding them contained in the Register.

The Persons adopt appropriate measures to prevent the access to Inside Information to persons different than those who need to by reason of their work functions.

In particular, to ensure the confidentiality thereof, those persons acquire, manage and retain Inside Information: (a) only if strictly necessary or sufficient to comply with their obligations and for the time strictly necessary to do so, thus archiving them immediately upon the end of the specific requirement in relation to which he/she has acquired such Inside Information; (b) according to the common carefulness and professional diligence, as well as with the highest confidentiality; (c) with methods allowing to prevent that unauthorized third parties come to know any Inside Information, as well as to prevent access from persons different than those who need to access it for the carrying out of their duties and functions.

The Advisors subscribe specific confidentiality agreements with respect to the acquisition, management and retention of the Inside Information, undertaking to comply exactly with the Relevant Regulatory Provisions.

5. COMMUNICATIONS OF THE PERSONS TO THE SUPERVISOR OF THE REGISTER

The Internal Audit provides each Person, by any mean that guarantees the receipt, with a copy, either printed or on any other durable mean, of this Procedure.

Every Person is obliged to:



1. return without delay to the Internal Audit, by any mean that guarantees the receipt, duly signed for receipt, a copy of this Procedure, in acceptance of its content and acknowledgment of the Notice;
2. comply with the terms of this Procedure, the Relevant Regulatory Provisions and any other legal provisions applicable from time to time.

6. SANCTIONS

The failure to comply with the obligations and prohibitions in the Procedure will entail the liabilities provided for by the Relevant Regulatory Provisions and by the other legislative and regulatory provisions applicable from time to time.

7. FINAL PROVISIONS

The Internal Audit has the task of updating the Procedure in light of the changes of the Relevant Regulatory Provisions and of the other regulatory provisions applicable from time to time and of the accrued application experience, submitting to the Board of Directors, by expressing them to the Chief Executive Officer, the proposals for amendment and/or integration of the Procedure deemed necessary and opportune.

The Internal Audit will communicate in writing to the Persons without delay the amendments and/or additions to the Procedure in this Article and obtain their acceptance of the new contents of the Procedure in the forms and in the manner indicated in Article 5 above.

The personal data of the Persons will be processed according to the methods, in accordance with the terms and for the purpose of the fulfillment of the obligations provided for by this Procedure and the law and regulatory provisions in force from time to time. The provision of said data by the parties concerned is mandatory in order to fulfill the required obligations.

ANNEX A

REGULATION

(EU) No. 596/2014 OF THE EUROPEAN PARLIAMENT AND OF THE COUNCIL

of 16 April 2014

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 exempt from drawing up an insider list, provided that the following conditions are met:
 - a) the issuer takes all reasonable steps to ensure that any person with access to inside information acknowledges the legal and regulatory duties entailed and is aware of the sanctions applicable to insider dealing and unlawful disclosure of inside information; and
 - b) the issuer is able to provide the competent authority, upon request, with an insider list.
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 subparagraph in accordance with Article 15 of Regulation (EU) No 1095/2010.

COMMISSION IMPLEMENTING REGULATION (EU) 2016/347

of 10 March 2016

Article 2

Format for drawing up and updating the insider list

1. Issuers, emission allowance market participants, auction platforms, auctioneers and auction monitor, or any person acting on their behalf or on their account, shall ensure that their insider list (the "List") is divided into separate sections relating to different inside information. New sections shall be added to the insider list upon the identification of new inside information, as defined in Article 7 of Regulation (EU) No 596/2014.

Each section of the insider list shall only include details of individuals having access to the inside information relevant to that section.

2. The persons referred to in paragraph 1 may insert a supplementary section into their insider list with the details of individuals who have access at all times to all inside information ("permanent insiders").

The details of permanent insiders included in the supplementary section referred to in the first subparagraph shall not be included in the other sections of the insider list referred to in paragraph 1.

3. The persons referred to in paragraph 1 shall draw up and keep the insider list up to date in an electronic format in accordance with Template 1 of Annex I.

Where the insider list contains the supplementary section referred to in paragraph 2, the persons referred to in paragraph 1 shall draw up and keep that section updated in an electronic format in accordance with Template 2 of Annex I.

4. The electronic formats referred to in paragraph 3 shall at all times ensure:
 - a) the confidentiality of the information included by ensuring that access to the insider list is restricted to clearly identified persons from within the issuer, emission allowance market participant, auction platform, auctioneer and auction monitor, or any person acting on their behalf or on their account that need that access due to the nature of their function or position;
 - b) the accuracy of the information contained in the insider list;
 - c) the access to and the retrieval of previous versions of the insider list.

5. The insider list referred to in paragraph 3 shall be submitted using the electronic means specified by the competent authority. Competent authorities shall publish on their website the electronic means to be used. Those electronic means shall ensure that completeness, integrity and confidentiality of the information are maintained during the transmission.

ANNEX B

TEMPLATE FOR THE SPECIFIC SECTION OF THE REGISTER⁵

Insider list: section related to [Name of the deal-specific deal or event-based inside information]

Date and time (of creation of this section of the insider list, i.e. when this inside information was identified): [yyyy-mm-dd, hh:mm UTC (Coordinated Universal Time)]

Date and time (last update): [yyyy-mm-dd, hh:mm UTC (Coordinated Universal Time)]

Date of transmission to the competent authority: [yyyy-mm-dd]

First name(s) of the insider	Surname(s) of the insider	Birth surname(s) of the insider (if different)	Professional telephone number(s) (work direct phone line and work mobile numbers)	Company name and address	Function and reason for being insider	Obtained (the date and time at which a person obtained access to inside information)	Ceased (the date and time at which a person ceased to have access to inside information)	Date of birth	National Identification Number (if applicable)	Personal telephone number(s) (home and personal mobile telephone numbers)	Personal full home address (street name, street number, city, post/zip code, country)
[Text]	[Text]	[Text]	[Numbers (no space)]	[Address of issuer/emission allowance market participant/auction platform/auctioneer/auction monitor or third party of insider]	[Text describing role, function and reason for being on this list]	[yyyy-mm-dd, hh:mm UTC]	[yyyy-mm-dd, hh:mm UTC]	[yyyy-mm-dd]	[Number and/or text]	[Numbers (no space)]	[Text: detailed personal address of the insider — Street name and street number — City — Post/zip code — Country]

⁵ The Template conforms to Template 1 attached as Annex I of the Implementing Regulation.

ANNEX C

TEMPLATE FOR THE PERMANENT SECTION OF THE REGISTER⁶

Date and time (of creation of the permanent insiders section) [yyyy-mm-dd, hh:mm UTC (Coordinated Universal Time)]

Date and time (last update): [yyyy-mm-dd, hh:mm UTC (Coordinated Universal Time)]

Date of transmission to the competent authority: [yyyy-mm-dd]

First name(s) of the insider	Surname(s) of the insider	Birth surname(s) of the insider (if different)	Professional telephone number(s) (work direct phone line and work mobile)	Company name and address	Function and reason for being insider	Included (the date and time at which the a person was included in the permanent insider section)	Date of birth	National Identification Number (if applicable)	Personal telephone number(s) (home and personal mobile telephone numbers)	Personal full home address (street name, street number, city, post/zip code, country)
[Text]	[Text]	[Text]	[Numbers (no space)]	[Address of issuer/emission allowance market participant/auction platform/auctioneer/auction monitor or third party of insider]	[Text describing role, function and reason for being on this list]	[yyyy-mm-dd, hh:mm UTC]	[yyyy-mm-dd]	[Number and/or text]	[Numbers (no space)]	[Text: detailed personal address of the insider — Street name and street number — City — Post/zip code — Country]

⁶ The Template conforms to Template 2 attached as Annex I of the Implementing Regulation.

ANNEX D

Schedule 1

Notice to the Persons Registered in the Register

Registration in the Register

In compliance with the European Union⁷ and Italian⁸ regulatory provisions in force from time to time which regulate access to inside information and market abuse (the “**Relevant Regulatory Provisions**”) as well as with the procedure of Coesia S.p.A. (the “**Company**”) concerning the drawing up, keeping and updating of the register of persons having access to inside information of the Company (the “**Register**”), I hereby inform you, in my capacity as Supervisor of the Register, that I have registered you in the Register.

I remind you that those who have access to Inside Information must comply with the Relevant Regulatory Provisions described in Annex A to the Procedure and to the provisions contained in the “*Procedure on Management and Treatment of Confidential and Inside Information and for Disclosure of Documents and Information*” adopted by the Company, attached hereto and available on the website of the Company.

1. Obligations deriving from the registration in the Register

I remind you that the registration in the Register entails the following obligations:

- observe the confidentiality of the Inside Information according to the common carefulness and professional diligence, as well as with the highest confidentiality;
- identify and manage the Inside Information with methods allowing to prevent that unauthorized third parties come to know any Inside Information, and to prevent access from persons different than those who need to access it for the carrying out of their duties and functions;
- immediately inform the Investor Relations function of the occurred notice, even if non-voluntary, of the Inside Information to persons not bound to any confidentiality obligation.

2. Sanctions

The following paragraphs provide a brief description of the sanctions provided for by the MAR and the Consolidated Law on Finance⁹ in relation to (i) Insider Trading and (ii) market manipulation.

⁷ See (i) Directive 2014/57/EU of the European Parliament and of the Council of 16 April 2014 on criminal sanctions for market abuse (the “**Market Abuse Directive**”); (ii) Regulation (EU) No. 596/2014 of European Parliament and of the Council of 16 April 2014 on market abuse, and repealing directive 2003/6/EC and directives 2003/124/EC, 2003/125/EC and 2004/72/EC (the “**Market Abuse Regulation**” or “**MAR**”); (iii) Commission Implementing Regulation (EU) 2016/347 of 10 March 2016 laying down implementing technical standards with regard to the precise format of insider lists and for updating insider lists in accordance with the MAR (the “**Implementing Regulation**”), and (iv) the other implementing regulations issued from time to time by the competent authorities.

⁸ See Italian legislative decree of 24 February 1998 No. 58 (the “**Consolidated Law on Finance**”) and the implementing regulatory provisions contained in the regulation concerning issuers adopted by Consob by resolution No. 11971 of 14 May 1999, as amended and supplemented (the “**Issuer Regulation**”).

⁹ Warning: Pending the adoption of the domestic legislative and regulatory provisions implementing the sanctions regime provided for under the Market Abuse Directive and the MAR, please find below the description of the criminal and administrative sanctions as provided for by the Consolidated Law on Finance at the date hereof. We will promptly provide you with an updated notice as soon as the domestic implementing provisions will have been adopted and enter into force.

MAR

Administrative sanctions and other administrative measures (Article 30)

1. Without prejudice to any criminal sanctions and without prejudice to the supervisory powers of competent authorities under Article 23, Member States shall, in accordance with national law, provide for competent authorities to have the power to take appropriate administrative sanctions and other administrative measures in relation to at least the following infringements
 - a) infringements of Articles 14 and 15, Article 16(1) and (2), Article 17(1), (2), (4) and (5), and (8), Article 18(1) to (6), Article 19(1), (2), (3), (5), (6), (7) and (11) and Article 20(1); and
 - b) failure to cooperate or to comply with an investigation, with an inspection or with a request as referred to in Article 23(2).

Member States may decide not to lay down rules for administrative sanctions as referred to in the first subparagraph where the infringements referred to in point (a) or point (b) of that subparagraph are already subject to criminal sanctions in their national law by 3 July 2016. Where they so decide, Member States shall notify, in detail, to the Commission and to ESMA, the relevant parts of their criminal law.

By 3 July 2016, Member States shall notify, in detail, the rules referred to in the first and second subparagraph to the Commission and to ESMA. They shall notify the Commission and ESMA without delay of any subsequent amendments thereto.

2. Member States shall, in accordance with national law, ensure that competent authorities have the power to impose at least the following administrative sanctions and to take at least the following administrative measures in the event of the infringements referred to in point (a) of the first subparagraph of paragraph 1:
 - a) an order requiring the person responsible for the infringement to cease the conduct and to desist from a repetition of that conduct;
 - b) the disgorgement of the profits gained or losses avoided due to the infringement insofar as they can be determined;
 - c) a public warning which indicates the person responsible for the infringement and the nature of the infringement;
 - d) withdrawal or suspension of the authorization of an investment firm;
 - e) a temporary ban of a person discharging managerial responsibilities within an investment firm or any other natural person, who is held responsible for the infringement, from exercising management functions in investment firms;
 - f) in the event of repeated infringements of Article 14 or 15, a permanent ban of any person discharging managerial responsibilities within an investment firm or any other natural person who is held responsible for the infringement, from exercising management functions in investment firms;
 - g) a temporary ban of a person discharging managerial responsibilities within an investment firm or another natural person who is held responsible for the infringement, from dealing on own account;
 - h) maximum administrative pecuniary sanctions of at least three times the amount of the profits gained or losses avoided because of the infringement, where those can be determined;
 - i) in respect of a natural person, maximum administrative pecuniary sanctions of at least:
 - i) for infringements of Articles 14 and 15, EUR 5 000 000 or in the Member States whose currency is not the euro, the corresponding value in the national currency on 2 July 2014;
 - ii) for infringements of Articles 16 and 17, EUR 1 000 000 or in the Member States whose currency is not the euro, the corresponding value in the national currency on 2 July 2014; and
 - iii) for infringements of Articles 18, 19 and 20, EUR 500 000 or in the Member States whose currency is not the euro, the corresponding value in the national currency on 2 July 2014; and

- j) in respect of legal persons, maximum administrative pecuniary sanctions of at least:
 - i) for infringements of Articles 14 and 15, EUR 15 000 000 or 15 % of the total annual turnover of the legal person according to the last available accounts approved by the management body, or in the Member States whose currency is not the euro, the corresponding value in the national currency on 2 July 2014;
 - ii) for infringements of Articles 16 and 17, EUR 2 500 000 or 2 % of its total annual turnover according to the last available accounts approved by the management body, or in the Member States whose currency is not the euro, the corresponding value in the national currency on 2 July 2014; and
 - iii) for infringements of Articles 18, 19 and 20, EUR 1 000 000 or in the Member States whose currency is not the euro, the corresponding value in the national currency on 2 July 2014.

References to the competent authority in this paragraph are without prejudice to the ability of the competent authority to exercise its functions in any ways referred to in Article 23(1).

For the purposes of points (j)(i) and (ii) of the first subparagraph, where the legal person is a parent undertaking or a subsidiary undertaking which is required to prepare consolidated financial accounts pursuant to Directive 2013/34/EU, the relevant total annual turnover shall be the total annual turnover or the corresponding type of income in accordance with the relevant accounting directives – Council Directive 86/635/EEC for banks and Council Directive 91/674/EEC for insurance companies – according to the last available consolidated accounts approved by the management body of the ultimate parent undertaking; or

- 3. Member States may provide that competent authorities have powers in addition to those referred to in paragraph 2 and may provide for higher levels of sanctions than those established in that paragraph.

Consolidated Law on Finance¹⁰

(a) Insider Trading (Article 184 and Article 187-*bis* of the Consolidated Law on Finance)

(i) Criminal sanctions

Whoever is in possession of Inside Information, by reason of their capacity as a member of administrative, management or oversight bodies of the issuer, participation in the issuer's capital, or of the exercise of a work activity, profession or function, including public functions, or of an office:

- 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 instruments¹¹ using such information;

¹⁰ For a more detailed description of the provisions illustrated below, see Part V, Title I-*bis* of the Consolidated Law on Finance.

¹¹ Financial instruments mean, in accordance with Article 1, paragraph 2 of the Consolidated Law on Finance: a) shares and other securities representative of risk capital negotiable on the capital market; b) bonds, government securities and other debt securities negotiable on the capital market; b-*bis*) financial instruments, negotiable on the capital market, provided for by the Civil Code; c) mutual funds shares; d) securities normally negotiated on the money market; e) any other normally negotiated security that makes it possible to acquire the instruments indicated in the preceding letters and the related indices; f) futures contracts on financial instruments, interest rates, currencies, commodities and the related indices, also when they must be settled in cash; g) swaps on interest rates, currencies and commodities, as well as equity swaps, also when they must be settled in cash; h) futures contracts connected with financial instruments, interest rates, currencies, commodities and the related indices, also when they must be settled in cash; i) option contracts for the buying or selling of the instruments indicated under the preceding letters and the relative indices, as

- b) discloses such information to others outside the normal exercise of his employment, profession, duties or position;
- c) recommends or induces others, on the basis of such information, to carry out any of the transactions referred to in paragraph a)

is punishable by an administrative pecuniary sanction of twenty thousand to three million euro¹².

The same penalties 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 above.

(ii) Administrative sanctions

Without prejudice to the penal sanctions applicable when the action constitutes a criminal offense, a pecuniary administrative sanction of between twenty thousand euro and three million euro¹³ 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;
- c) recommends or induces others, on the basis of such information, to carry out any of the transactions referred to in paragraph a).

The same sanction shall apply to any person who:

- a) possessing inside information by virtue of the preparation or execution of criminal activities, carries out any of the actions referred to above;

well as option contracts on currencies, interest rates, commodities and the related indices, also when they must be settled in cash; j) combinations of contracts or securities indicated under the preceding letters.

¹² In accordance with Article 39, paragraph 1 of Law No. 262 of 28 December 2005, the penalties provided for the offense of insider trading are doubled within the limits set for each type of penalty by Book I, Title II, Chapter II of the Penal Code. For the sake of completeness it is further specified that, in accordance with Article 184, paragraph 3 of the Consolidated Law on Finance, 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 offense, 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.

¹³ The measure of the pecuniary administrative sanction was later quintupled by Article 39, paragraph 3 of Law No. 262 of 28 December 2005. Under this last provision the amounts are to be understood, respectively, as modified as follows: twenty thousand euro to **one hundred thousand** euro; three million euro to **fifteen million** euro. In accordance with Article 187-*bis*, paragraph 5, of the Consolidated Law on Finance, it is specified that the pecuniary administrative sanctions provided for the administrative offense of insider trading shall be increased up to three times or up to the larger amount of ten times the product of the offence or the profit therefrom when, in view of the personal situation of the guilty party or the magnitude of the product of the offence or the profit therefrom, they appear inadequate even if the maximum is applied.

- b) possessing inside information and knowing or capable of knowing through ordinary diligence its inside nature, carries out any of the actions referred to therein¹⁴.

(b) Market manipulation (Article 185 and 187-*ter* of the Consolidated Law on Finance)

(i) Criminal sanctions

Imprisonment for between one and six years and a fine of between twenty thousand and five million¹⁵ 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.

(ii) Administrative sanctions

Without prejudice to the penal sanctions applicable when the action constitutes a criminal offense, a pecuniary administrative sanction of between twenty thousand euro and five million euro¹⁶ shall be imposed on any person who, through the media, including the Internet, or by any other means, disseminates information, rumors or false or misleading news that give or are likely to give false or misleading signals as to financial instruments.

Without prejudice to the penal sanctions applicable when the action constitutes a criminal offence, the pecuniary administrative sanction of between twenty thousand euro and five million euro shall be imposed on any person who:

- a) carries out buy or sell transactions or places orders to buy or sell which give, or are likely to give, false or misleading signals as to the supply of, demand for or price of financial instruments;
- b) carries out buy or sell transactions or places orders to buy or sell which secure, by a person or persons acting in collaboration, the price of one or several financial instruments at an abnormal or artificial level;

¹⁴ In accordance with Article 187-*bis*, paragraph 6 of the Consolidated Law on Finance, for cases subject to administrative sanctions, attempted violations shall be treated as completed violations.

¹⁵ In accordance with Article 39, paragraph 1 of Law No. 262 of 28 December 2005, the penalties provided for the offense of market manipulation are **doubled** within the limits set for each type of penalty by Book I, Title II, Chapter II of the Penal Code. For the sake of completeness it is further specified that, in accordance with Article 185, paragraph 2 of the Consolidated Law on Finance, 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 offense, 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.

¹⁶ The measure of the pecuniary administrative sanction was later quintupled by Article 39, paragraph 3 of Law No. 262 of 28 December 2005. Under this last provision the amounts are to be understood, respectively, as modified as follows: twenty thousand euro to **one hundred thousand** euro; five million euro to **twenty-five million** euro. In accordance with Article 187-*ter*, paragraph 5 of the Consolidated Law on Finance, the pecuniary administrative sanctions provided in view of the administrative offense of market manipulation shall be increased up to three times or up to the larger amount of ten times the product of the offense or the profit therefrom when, in view of the personal situation of the guilty party, the magnitude of the product of the offense or the profit therefrom or the effects produced on the market, they appear inadequate even if the maximum amount is applied. Furthermore, in accordance with Article 185, paragraph 2 of the Consolidated Law on Finance, 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 offense, 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.

- c) carries out buy or sell transactions or places orders to buy or sell which employ fictitious devices or any other form of deception or contrivance;
- d) carries out other fictitious devices likely to give false or misleading signals as to the supply of, demand for or price of financial instruments.¹⁷

With respect to the offenses in letters a) and b) above, any person who demonstrates having acted for legitimate reasons and in conformity with market practices permitted on the market in question shall not be subject to any pecuniary administrative sanction.

Accessory penalties (Article 186 of the Consolidated Law on Finance)

Conviction for any of the offenses of Insider Trading and market manipulation shall entail the application of the accessory penalties referred to in Articles 28 (ban from public office), 30 (ban from a profession or art), 32-*bis* (temporary ban from management office of legal persons and enterprises) and 32-*ter* (incapacity to negotiate with public administration) of the Penal Code for a period of not less than six months and not more than two years and the publication of the judgment in at least two daily newspapers having national circulation of which one shall be a financial newspaper.

(a) Confiscation (Article 187 and 187-*sexies* of the Consolidated Law on Finance)

In the event of conviction for one of the crimes of insider trading and market manipulation the product of the crime or the profit therefrom and the property used to commit it shall be confiscated.

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.

For matters not provided for in the two above paragraphs, Article 240 (confiscation) of the Penal Code shall apply.

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

(b) Accessory administrative sanctions (Article 187-*quater* of the Consolidated Law on Finance)

Application of pecuniary administrative sanctions provided for in case of insider trading and market manipulation shall imply the temporary disqualification for corporate officers of listed companies from taking up administrative, management or supervisory positions in listed companies or companies belonging to the same group as listed companies.

Accessory administrative sanctions referred to above shall have a duration of not less than two months and not more than three years.

¹⁷ In accordance with Article 187-*ter*, paragraph 6 of the Consolidated Law on Finance, the Ministry of the Economy and Finance, after consulting Consob or acting on a proposal therefrom, shall specify, in a regulation conforming with the implementing measures of Directive 2003/6/EC adopted by the Commission using the procedure referred to in Article 17(2) of the same directive, the cases, possibly in addition to those referred to in the preceding subsections, relevant for purposes of applying this article. Moreover, in accordance with Article 187-*ter*, paragraph 7 of the Consolidated Law on Finance, Consob shall make known, in measures it adopts, the elements and circumstances to be taken into consideration in assessing behavior likely to constitute market manipulation according to Directive 2003/6/EC and the implementing measures thereof.



In addition, failure to comply with the provisions indicated above may take on importance for company employees for the purposes of the application of disciplinary sanctions.

In the measure imposing pecuniary administrative sanctions referred to above, Consob, taking into account the seriousness of the violation and the degree of fault, may order authorized 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.

It should be noted that the failure to comply with the provisions related to company disclosure information may trigger situations that entail the administrative liability of the Company (Article 187-*quinquies* of the Consolidated Law on Finance and Article 25-*sexies* of legislative decree No. 231/01).

Application of any criminal and administrative sanction shall be subject to a written notice to the relevant person in charge and the Board of Directors.

In addition, failure to comply with these provisions may take on importance for company employees for the purposes of the application of disciplinary sanctions.

4. Processing of Personal Data

Pursuant to Article 13 of Legislative Decree No. 196/03 (the "**Decree**"), the Personal Data Protection Code, the Company, as Data Controller, is obliged to provide concerned parties with information on the processing of their personal data (the "**Processing**"), meaning thereby any information regarding the concerned parties themselves.

This privacy notice allows you to know the nature of your processed personal data, the purposes and the methods of the processing, any recipients of the data, and the rights to which you are entitled under the Decree.

Personal data subject to Processing in the Register pursuant to the aforementioned provisions are: surname, first name, tax code, company name, reason for the registration in the Register.

No data are processed in addition to those mentioned.

For the future, other personal data of the same nature may be collected and processed for the purposes indicated herein.

The processing is carried out by the Company, for the purpose of fulfilling the obligations set forth by the cited legal and regulatory provisions, being Coesia S.p.A. an issuer of financial instruments listed on multilateral trading systems.

In keeping with the provisions in force in this regard, the data are processed manually and electronically by means of the collection, cataloging and custody of the documents containing the data. The data in question will be stored at the registered office of Coesia S.p.A. in Via Battindarno No. 91, 40133 Bologna (Italy), in the archives of the Investor Relations department kept in locked cabinets. The personnel has been properly instructed so as to ensure confidentiality and to avoid loss, destruction, unauthorized access or impermissible processing of the data in question.

Refusal to allow the processing of your personal data will make it impossible for the company to comply with its legal responsibilities.



The processing is carried out solely with logics and by means of organizational forms that are closely connected with the obligations, duties and purposes of this privacy notice.

The data will be kept for a period not exceeding the time necessary for the purposes for which they were collected or subsequently processed in conformity with what is provided by the legal obligations and will be destroyed within five years of such time as the reason for their processing has ceased to exist.

Prompt communication will be given of your cancellation from the Register.

The Company's Personal Data Processor is [Mr./Mrs.] [●].

5. Categories of Parties to Whom the Data Must Be Communicated

The recipient of your personal data, communicated within limits strictly pertinent to the obligations, duties and purposes set out above, is Consob.

We guarantee that we will take the utmost care that the communication of your personal data to the aforesaid recipient regards exclusively those data necessary for achieving the specific intended purposes.

The Decree provides that concerned parties may exercise the rights set forth in Section 7, the text of which is appended hereto.

In the spirit of absolute transparency and correctness with which the company intends to manage this matter, we assure you of our complete availability for any necessary clarifications and of our cooperation in complying with the requirements.

Yours faithfully.

The Supervisor of the Register

PERSONAL DATA PROTECTION CODE

Article 7

(Right to Access Personal Data and Other Rights)

1. The person concerned is entitled to receive a confirmation of the existence of personal data that regards him/her, including if not registered yet, and their notification in an intelligible manner.
2. The person concerned may also receive the indication of the following:
 - a) the origin of such personal data;
 - b) the purpose and methods of processing;
 - c) the logic applied in case the processing is carried out by way of electronic devices;
 - d) the identification information of the data controller, the data processors and the appointed representative pursuant to Article 5, paragraph 2;
 - e) the entities or categories of entities to whom the personal data may be communicated or that may come to know such data in their capacity as appointed representative within the Italian territory, of data processors or other officers.
3. The person concerned is entitled to receive the following:
 - a) the update, change or, as applicable, integration of the data;
 - b) the cancellation, change into an anonymous form or freezing of the processed data in breach of law, including those data whose keeping must not necessarily be retained for the purposes that have triggered their collection or subsequent processing;
 - c) the certification that the actions described under letters a) and b) above have been communicated, with respect to their content too, to any person who has been communicated or disclosed such data, except if such certification is impossible or entails the use of means manifestly disproportionate with respect to the protected right.
4. The person concerned shall be entitled to oppose, in whole or in part:
 - a) for legitimate reasons, the processing of personal data that regards him/her, as long as these data are relevant for the purpose of the collection;
 - b) the processing of personal data that regards him/her for the purpose of the transmission of advertising material or direct sale products or for the conduction of market surveys or commercial communications.

Schedule 2

Updating of Data Entered in the Register

In compliance with the European Union¹⁸ and Italian¹⁹ regulatory provisions in force from time to time which regulate access to inside information and market abuse (the “**Relevant Regulatory Provisions**”) as well as with the procedure of Coesia S.p.A. (the “**Company**”) concerning the keeping and updating of the register of persons having access to inside information of the Company (the “**Register**”), I hereby inform you, in my capacity as Supervisor of the Register, that on [•] [*indicate date and time*] your personal data subject to registration and processing were updated for the following reason:

[•] [*indicate reason*].

The Supervisor of the Register

¹⁸ See (i) Directive 2014/57/EU of the European Parliament and of the Council of 16 April 2014 on criminal sanctions for market abuse (the “**Market Abuse Directive**”); (ii) Regulation (EU) No. 596/2014 of European Parliament and of the Council of 16 April 2014 on market abuse, and repealing directive 2003/6/EC and directives 2003/124/EC, 2003/125/EC and 2004/72/EC (the “**Market Abuse Regulation**” or “**MAR**”); (iii) Commission Implementing Regulation (EU) 2016/347 of 10 March 2016 laying down implementing technical standards with regard to the precise format of insider lists and for updating insider lists in accordance with the MAR (the “**Implementing Regulation**”), and (iv) the other implementing regulations issued from time to time by the competent authorities.

¹⁹ See Italian legislative decree of 24 February 1998 No. 58 (the “**Consolidated Law on Finance**”) and the implementing regulatory provisions contained in the regulation concerning issuers adopted by Consob by resolution No. 11971 of 14 May 1999, as amended and supplemented (the “**Issuer Regulation**”).

Schedule 3

Cancellation from the Register

In compliance with the European Union²⁰ and Italian²¹ regulatory provisions in force from time to time which regulate access to inside information and market abuse (the “**Relevant Regulatory Provisions**”) as well as with the procedure of Coesia S.p.A. (the “**Company**”) concerning the keeping and updating of the register of persons having access to inside information of the Company (the “**Register**”), I hereby inform you, in my capacity as Supervisor of the Register, that on [•] [*indicate date and time*] ... the reason for your registration in the Register ceased to exist, and that in accordance with Article 18 of the MAR your personal data subject to registration and processing will be canceled after five years starting from [•]. [*indicate the date stated above*]

The Supervisor of the Register

²⁰ See (i) Directive 2014/57/EU of the European Parliament and of the Council of 16 April 2014 on criminal sanctions for market abuse (the “**Market Abuse Directive**”); (ii) Regulation (EU) No. 596/2014 of European Parliament and of the Council of 16 April 2014 on market abuse (the “**Market Abuse Regulation**” or “**MAR**”), and repealing directive 2003/6/EC and directives 2003/124/EC, 2003/125/EC and 2004/72/EC; (iii) Commission Implementing Regulation (EU) 2016/347 of 10 March 2016 laying down implementing technical standards with regard to the precise format of insider lists and for updating insider lists in accordance with the MAR (the “**Implementing Regulation**”), and (iv) the other implementing regulations issued from time to time by the competent authorities.

²¹ See Italian legislative decree of 24 February 1998 No. 58 (the “**Consolidated Law on Finance**”) and the implementing regulatory provisions contained in the regulation concerning issuers adopted by Consob by resolution No. 11971 of 14 May 1999, as amended and supplemented (the “**Issuer Regulation**”).