

SECTION I/B
INTERNAL DEALING BY RELEVANT PARTIES AND THEIR CONNECTED PERSONS
CODE OF CONDUCT

1 Code of Conduct - Preamble

The Code of Conduct ("**Code of Conduct**") contained in Section I/B provides clear rules on the reporting obligations concerning financial dealings by persons who, by virtue of the position held, could have access to price sensitive information. The Code of Conduct has been approved by the Board of Directors of the Company at the meeting held on August 3, 2016, in compliance with the Legal Framework, and subsequently updated on August 2, 2017.

As from the date these regulations come into force, any provision previously adopted by the Board of Directors on this subject matter and conflicting with the provisions of these regulations shall be deemed as repealed.

In implementation of the law provisions currently in force, the Code of Conduct identifies:

- (a) Relevant Parties and their Connected Persons as well as Relevant Shareholders and Connected Persons of Relevant Shareholders (as defined below) as the addressees of the reporting obligations governed by the Code of Conduct;
- (b) the transactions that Relevant Parties, their Connected Persons, as well as Relevant Shareholders and Connected Persons of Relevant Shareholders must report to the Company;
- (c) the conduct and reporting obligations that Relevant Parties their Connected Persons, as well as Relevant Shareholders and Connected Persons of Relevant Shareholders are required to observe;
- (d) the person charged with receiving, managing and disseminating the information;
- (e) the deadlines, contents and methods of transmitting information to the Company by Relevant Parties;
- (f) the restrictions on certain transactions imposed on Relevant Parties, their Connected Persons, as well as Relevant Shareholders and Connected Persons of Relevant Shareholders in specific periods of the year.

2 Relevant Parties

The persons discharging managerial responsibilities, as well as persons closely associated with them are treated as relevant parties ("**Relevant Parties**"), pursuant to Article 19 of the MAR. For the purposes of these regulations, the following are considered Relevant Parties:

- (i) the Chairman of the Board of Directors, the Chief Executive Officer, the Directors, the Chairman of the Board of Statutory Auditors and the standing statutory auditors of the Company;
- (ii) the senior managers in charge of the departments, as from time to time indicated by the Chief Executive Officer (with notice approved by the Board of Directors and kept in the Company's record), having regular access to price sensitive information and the power to make decisions that might affect the development and future prospects of the Company.

The Company does not currently have any general managers and does not control any listed companies.

3 Connected Persons of Relevant Parties

The reporting obligations applying to dealings by each Relevant Party, shall also apply to dealings by connected persons of Relevant Parties ("**Connected Persons**"), meaning:

- a) the spouse of the Relevant Party, unless legally separated;
- b) the partner of the Relevant Party, considered to be equivalent to a spouse in accordance with national law;
- c) the dependent children, including step-children (both of the spouse or of the partner), of the Relevant Party;
- d) the relatives of the Relevant Party that have been living in the same household as the Relevant Party for at least one year;
- e) legal entities, partnerships and trusts in which the Relevant Party or one of the persons specified in a), b), and d) above is solely or jointly responsible for their management;
- f) legal entities, controlled directly or indirectly by a Relevant Party or by one of the persons specified in a), b), c) and d);
- g) partnerships in which the economic interests are largely equivalent to those of a Relevant Party or one of the persons specified in a), b), c) and d);
- h) trusts set up for the benefit of a Relevant Party or one of the persons specified in a), b), c) and d).

4 Relevant Shareholders

Pursuant to Article 114, paragraph 7 of TUF and Article 152-sexies, paragraph 1, letter c) of the Issuers' Regulation, Relevant Shareholders ("**Relevant Shareholders**") shall mean any person who holds a holding, calculated pursuant to Article 118 of the Issuers' Regulation, equal to at least 10 per cent of the share capital of the Company, represented by voting shares as well as any other party who controls the Company.

5 Connected Persons of Relevant Shareholders

The reporting obligations applying to dealings by each Relevant Shareholder, shall also apply to dealings by connected persons of Relevant Shareholders ("**Connected Persons of Relevant Shareholders**"), pursuant to Article 152-sexies, paragraph 1, letter d) of the Issuers' Regulation, meaning:

- a) spouses, unless legally separated, dependent children, including those of the spouse, and, if they have cohabited for at least one year, parents and persons related by consanguinity or affinity to the Relevant Shareholders;
- b) legal persons, partnerships and trusts in which a Relevant Shareholder or one of the persons referred to in a) is solely or jointly responsible for the management;
- c) legal persons controlled directly or indirectly by a Relevant Shareholder or one of the persons referred to in a);
- d) partnerships whose economic interests are substantially equivalent to those of a Relevant Shareholder or one of the persons referred to in a);
- e) trusts set up in favour of a Relevant Shareholder or one of the persons referred to in a).

6 Transactions to report

Relevant Parties must report to the Code Administrator (as defined below) all the transactions, carried out by themselves and/or by one or more Connected Persons, regarding the financial instruments, listed, by way of example, but not limited thereto, in Article 19, paragraph 7 of the

MAR and in Article 10 of the Delegated Regulation (EU) 2016/522 (the "**Transactions**"), reported in the *Annex I*.

Financial instruments shall comprise:

- (i) the Company's shares;
- (ii) financial instruments carrying the right to subscribe, buy or sell the Company's shares;
- (iii) financial debt instruments convertible into the Company's shares or exchangeable with them;
- (iv) derivative financial instruments in the Company's shares;
- (v) other financial instruments, equivalent to shares, representing such shares;

Pursuant to Article 152-septies of the Issuers' Regulation, the obligations to which Relevant Shareholders are subject shall apply to transactions involving the purchase, sale, subscription or exchange of shares or financial instruments linked to shares.

7 Transactions exempt from reporting

Relevant Parties, their Connected Persons, as well as Relevant Shareholders and Connected Persons of the Relevant Shareholders do not have to report to the Code Administrator:

- a) transactions whose cumulative total is no more than twenty thousand euro (€20,000.00) by the end of the calendar year (the "**Relevant Amount**") or the different amount time by time determined by the Legal Framework; once the Relevant Amount has been exceeded all the transactions carried out thereafter until the end of the calendar year shall be reported; amounts in connection with derivative financial instruments are calculated with reference to the underlying shares. The amount of twenty thousand euro is calculated as the sum (without adjustment) of transactions in the shares and related financial instruments carried out by each Relevant Party and/or Relevant Shareholder those carried out by their Connected Persons;

Pursuant to Article 152-septies, paragraph 4 of the Issuers' Regulations, the obligations set forth under Article 114 of TUF shall not apply should the Relevant Shareholders or the Connected Persons of the Relevant Shareholders be required to notify the Transactions pursuant to Article 19 of MAR.

8 Method of reporting

Relevant Parties, different from Relevant Shareholders must notify the Code Administrator of the Transactions in a timely manner (and, in any case, in due time in order to allow the Company to notify Consob and Borsa within the terms provided by the Legal Framework, *i.e.*, within 3 business days from the date on which the Transaction was completed).

The Code Administrator shall therefore proceed with the disclosure of the received information, by means of a press release, within 3 business days from the date of the transaction and shall convey them simultaneously with the authorized storage mechanism.

Relevant Shareholders, must notify the Code Administrator of the Transactions in a timely manner (and, in any case, in due time in order to allow the Company to notify Consob and Borsa within the terms provided by the Legal Framework, *i.e.*, by the end of the fifteenth day of the month following the month during which the Transaction was completed).

The Code Administrator shall therefore proceed with the disclosure of the received information, by means of a press release, by the end of the fifteenth day of the month following the month during which the Transaction was completed and shall convey them simultaneously with the authorized storage mechanism.

The Company shall notify Consob, on behalf of the Relevant Party and/or of their Connected Persons and/or of the Relevant Shareholder and/or the Connected Persons of the Relevant Shareholder, if specific mandate has been given to the Company.

The notice of relevant transactions shall contain the following information:

- (i) name of the person,
- (ii) reason for the notification,
- (iii) name of the relevant issuer,
- (iv) description of the issuer,
- (v) nature of the Transaction(s), indicating whether it is linked to the exercise of share option programs or to the specific examples set out in paragraph 4 above,
- (vi) date and place of the Transaction(s), and
- (vii) price and volume of the Transaction(s). In the case of a pledge whose terms provide for its value to change, this should be disclosed together with its value at the date of the pledge.

With reference to Transactions carried out by Relevant Parties and /or their Connected Persons the disclosure duties shall be performed by using the "filing model" (drafted in compliance with the provisions of the Annex 6 of the Implementing Regulation (EU) 2016/523) which must be duly completed and signed.

The notification of the internal dealing communications related to Transactions carried out by Relevant Parties and /or their Connected Persons shall be made to Consob by means of certified e-mail to the address consob@pec.consob.it, to the attention of the "Market's Information Office" and indicating as subject matter "MAR Internal Dealing".

With reference to Transactions carried out by Relevant Shareholders and /or Connected Persons of Relevant Shareholders the disclosure duties shall be performed by using the "filing model" (drafted in compliance with the provisions of the Annex 6 of the Issuers' Regulation) which must be duly completed and signed.

The notification of the internal dealing communications related to Transactions carried out by Relevant Shareholders and /or Connected Persons of Relevant Shareholders shall be made to CONSOB: (i) via telefax to the number 06.84.77.757, or by means of certified e-mail to the address consob@pec.consob.it, or by email to the address protocollo@consob.it or as subsequently provided for by CONSOB, or (ii) by means of the procedure adopted by the Company pursuant to Article 65-septies for storing and filing regulated information.

9 Code Administrator

The entity in charge of receiving and managing information on the Transactions is the Legal and Corporate Affairs Department (the "**Code Administrator**") which shall see to disseminating this information to the market and also informing the Investor Relations department.

Each Relevant Party must deliver the "filing model" by hand or send it via e-mail or via fax exclusively to the Code Administrator or person so delegated by the Code Administrator. The Code Administrator or person so delegated by the Code Administrator shall make, if necessary, the disclosures required by prevailing statutory and regulatory provisions within the deadlines specified in paragraph 8.

10 Deadlines

The Legal and Corporate Affairs Department must use one SDIR to transmit the "filing models" to Borsa Italiana S.p.A., CONSOB and the press agencies, in a timely manner and, in any case within three business days from the date of the Transaction carried out by the Relevant Parties and/or their Connected Persons, or by the end of the fifteenth day of the month following the month during which the Transaction was completed by Relevant Shareholders and/or Connected Persons of the Relevant Shareholders. Once sent, the Legal and Corporate Affairs Department shall send the "filing models" to the Investor Relations department, which will see that they are reported in the investor relations section of the Company's website.

11 Restrictions and prohibitions for Transactions by the Relevant Parties (“black-out period”)

Relevant Parties may not carry out, on their own or on behalf of third parties, directly or indirectly, any Transaction regarding the Financial Instruments in the 30 (thirty) calendar days preceding the announcing of a periodic economic and financial report which the Company is obliged to make public according to the provision of Article 154-ter of the TUF. Pursuant to Resolution no. 19925 of March 22, 2017 such obligation does not apply to the interim reports disclosed by the Company on a voluntary basis.

Without prejudice to the above provisions, in relation to Transactions carried out in the context of stock option plans, stock grant plans and similar of the Company, the prohibition during the black-out periods shall apply, in accordance with the terms and the conditions provided by the Delegated Regulation 2016/522.

In addition, with particular reference to Article 7 of the Delegated Regulation 2016/522, the Relevant Parties are entitled to carry out negotiations during the black-out period, provided that the following requirements are met, in accordance with the terms provided by Article 19, paragraph 12, of the MAR and by Articles 7, 8 and 9 of the Delegated Regulation 2016/522:

- a) existence of exceptional circumstances, such as severe financial difficulty, which require the immediate sale of shares; or
- b) due to the characteristics of the trading involved for transactions made under, or related to, an employee share or saving scheme, qualification or entitlement of shares, or transactions where the beneficial interest in the relevant security does not change.

For such purpose, the Relevant Party shall be able to demonstrate that the particular transaction cannot be executed at another moment in time than during the black-out period and, with specific reference to the letter a) above, prior to any trading during the black-out period, the Relevant Party shall provide a reasoned written request to the Company for obtaining the authorization to proceed with the immediate sale of shares during the black-out period.

The reasoned written request shall contain a description of the Transaction and an explanation of the reason why the sale of the shares is the only reasonable means to obtain the necessary financing.

The Company's Board of Directors is nonetheless entitled to introduce additional restrictions on the conduct of Transactions by Relevant Parties.

12 Punitive measures

In the event of failure to comply with this procedure, the punitive measures set out in current law and regulatory provisions shall apply.

13 Final provisions

The head of the Legal and Corporate Affairs Department shall send an abstract of this Code of Conduct in duplicate to the Company's directors and statutory auditors and to the other Relevant Parties and Relevant Shareholders.

Every Relevant Party and Relevant Shareholder is required to:

- return and ensure that their Connected Persons return, a signed copy confirming their receipt and acceptance of the documentation given to them in compliance with this code;
- comply with and require that their Connected Persons comply with the provisions of this code;
- seek the assistance of the Legal and Corporate Affairs Department if needing clarifications on the code's application.

Transactions subject to notification.

Pursuant to Article 19 of the MAR and to Article 10 of the Delegated Regulation 2016/522, the Transactions regarding the shares and the other above mentioned financial instruments which are subject to notification include the following¹:

- a) acquisition, disposal, short sale, subscription or exchange;
- b) acceptance or exercise of a stock option, including of a stock option granted to managers or employees as part of their remuneration package, and the disposal of shares stemming from the exercise of a stock option;
- c) entering into or exercise of equity swaps;
- d) transactions in or related to derivatives, including cash-settled transaction;
- e) entering into a contract for difference on a financial instrument of the concerned issuer or on emission allowances or auction products based thereon
- f) acquisition, disposal or exercise of rights, including put and call options, and warrants;
- g) subscription to a capital increase or debt instrument issuance;
- h) transactions in derivatives and financial instruments linked to a debt instrument of the concerned issuer, including credit default swaps;
- i) conditional transactions upon the occurrence of the conditions and actual execution of the transactions;
- j) automatic or non-automatic conversion of a financial instrument into another financial instrument, including the exchange of convertible bonds to shares;
- k) gifts and donations made or received, and inheritance received;
- l) transactions executed in index-related products, baskets and derivatives, insofar as required by art. 19 of the MAR;
- m) transactions executed in shares or units of investment funds, including alternative investment funds (AIFs) referred to in Article 1 of Directive 2011/61/EU of the European Parliament and of the Council, insofar as required by Article 19 of the MAD;
- n) transactions executed by manager of an AIF in which the person discharging managerial responsibilities or a person closely associated with such a person has invested, insofar as required by Article 19 of the MAR;
- o) transactions executed by a third party under an individual portfolio or asset management mandate on behalf or for the benefit of a person discharging managerial responsibilities or a person closely associated with such a person;
- p) borrowing or lending of shares or debt instruments of the issuer or derivatives or other financial instruments linked thereto.

¹ Article 19, par. 7, of the MAR and Article 10, par. 2, of the Delegated Regulation 2016/522 provide for also for the following Transactions: (i) entering into a contract for difference on a financial instrument of the Company; (ii) the undertaking or the granting as loan of shares or debt financial instruments issued by the Company or derivative instruments or other financial instruments connected thereto; (iii) transactions carried out in the context of life insurance, defined pursuant to Directive 2009/138/CE of the European Parliament and of the Council, in the context of which (a) the policyholder is a Relevant Party or a Connected Person of the Relevant Party; (b) the investment risk shall be borne by the policyholder; (c) the policyholder has the power or discretion to make investment decisions regarding specific instruments in that life insurance policy or to execute transactions regarding specific instruments for that life insurance policy.