



**TINEXTA**

# Procedure for compliance with the obligations on Internal Dealing

This English version is made available to provide non-Italian speakers a translation of the original document. Please note that in the event of any inconsistency or discrepancy between the English version and the Italian version, the original Italian version shall prevail.

	<b>DATE</b>	<b>APPROVED</b>	<b>NOTES</b>
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	30 March 2021	Board of Directors	Update
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## Foreword

This Internal Dealing Procedure (the “**Procedure**”) was adopted by the Board of Directors of Tinexta S.p.A. (the “**Company**” or “**Tinexta**”), in compliance with the provisions of Article 19 of the MAR, Commission Delegated Regulation (EU) 2016/522 and Commission Implementing Regulation (EU) 2016/523 (as defined below), to regulate the information flows relating to transactions, carried out – including through an intermediary – by Internal Dealing Parties (as defined below) on the Financial Instruments of the Company, derivative financial instruments, and Linked Financial Instruments.

This Procedure was adopted by the Company's Board of Directors on 30 August 2016 – at the start of tradings of the Company's Shares on Euronext Milan – STAR segment, organised and managed by Borsa Italiana S.p.A. On 30 March 2021, the Board of Directors of Tinexta updated the Procedure, *inter alia*, to incorporate the amendments to the regulations introduced by the Issuers' Regulation and the MAR. This Procedure was most recently amended on 2 August 2024, in order to integrate changes to the regulations introduced by Law no. 21 to Legislative Decree no. 58 of 24 February 1998, as subsequently amended and supplemented (the “Consolidated Law on Finance”). This Procedure, as amended, became applicable on 2 August 2024. Any subsequent amendments and/or supplements shall enter into force on the date of publication of the Procedure on the Company's website, or on the different date provided for by rules of law or regulations or resolution of the Board of Directors.

For anything not explicitly provided for in this Procedure, express reference should be made to the provisions on the dissemination of price sensitive information, Internal Dealing communications, and corporate information envisaged by the MAR, the Consolidated Law on Finance, and by the legal and regulatory provisions (including European) applicable *pro tempore* (the “Internal Dealing Regulations”).

Compliance with the provisions contained in this Procedure shall not in any case relieve the recipients from the obligation to observe the other provisions of applicable laws or regulations, such as, by way of example but not limitation, those relating to market abuse and abuse of inside information<sup>1</sup>, as well as any other applicable legislation.

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<sup>1</sup> Pursuant to Article 7 of the MAR, “*inside information*” shall mean any information of a precise nature, which has not been made public, relating, directly or indirectly, to one or the Company 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. Information shall be deemed to be of a precise nature: a) 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; b) where it is specific enough to enable a conclusion to be drawn as to the possible effect of that set of circumstances or event referred to in point a) on the prices of the Financial Instruments. 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. Information which, if it were made public, would be likely to have a significant effect on the prices of the Financial Instruments shall mean information a reasonable investor would be likely to use as part of the basis of his or her investment decisions. 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 required by and described in applicable legislation.

# 1. Definitions

For the purposes of this Procedure, the terms and expressions listed below, when capitalised, shall have the meaning assigned to them in this Article 1 or in the text of this Procedure. If required by the context, the terms defined in the singular shall maintain the same meaning in the plural and vice versa.

<b>Shares</b>	the ordinary shares of the Company.
<b>Borsa Italiana</b>	the market management company Borsa Italiana S.p.A.
<b>Board of Directors</b>	The Board of Directors of the Company, in office at a given time.
<b>List of Internal Dealing Parties</b>	the list of Internal Dealing Parties, consisting of the List of MAR Significant Persons and the List of Closely Associated Persons.
<b>Letter of Acceptance</b>	the letter of acceptance of the Procedure drafted according to the template set forth in Annex 'C' to the Procedure, duly completed in all its parts and accompanied by the list of Persons Associated with the MAR Significant Person concerned by way of full acceptance of the Procedure.
<b>Letter of Transmission</b>	the letter of transmission of the Procedure DRAFTED according to the template set forth in Annex 'B' to the Procedure signed by the Person in Charge.
<b>List of Significant Persons</b>	the list of MAR Significant Persons.
<b>List of Closely Related Persons</b>	the list of Persons Associated with Significant Persons MAR.
<b>MAR</b>	Regulation (EU) No. 596/2014 of the European Parliament and of the Council of 16 April 2014 on market abuse ("Market Abuse Regulation") as subsequently amended and supplemented.
<b>MAR Notification Template</b>	the template for the notification and communication to the public of the Transactions carried out by the MAR Significant Parties referred to in the annex to Implementing Regulation (EU) 2016/523, reproduced in paper format as Annex 'D' to this Procedure.
<b>MAR Significant Transactions</b>	the transactions subject to disclosure indicated, by way of example but not limitation, in Annex 'A' to this Procedure.
<b>MAR Significant Persons</b>	the relevant persons pursuant to the MAR as defined in Article 2.1(A) of the Procedure.

<b>Persons Associated with MAR Significant Persons</b>	the persons closely related to the MAR Significant Persons as defined in Article 2.1(C) of the Procedure.
<b>Procedure</b>	this procedure for compliance with internal dealing requirements, including the Annexes which form an integral part hereof.
<b>Delegated Regulation (EU) 2016/522</b>	Commission Delegated Regulation (EU) 2016/522 of 17 December 2015 supplementing the MAR as regards, inter alia, the disclosure thresholds, the competent authority for notifications of delays, the permission for trading during black-out periods and the types of transactions carried out by people discharging administrative, control or management functions subject to notice.
<b>Implementing Regulation (EU) 2016/523</b>	the Implementing Regulation (EU) 2016/523 of the European Commission of 10 March 2016.
<b>Issuers' Regulation</b>	Consob Regulation no. 11971/1999 as subsequently amended and supplemented.
<b>SDIR-NIS</b>	the circuit used from time to time by the Company for the dissemination of regulated information to the public.
<b>Trading Venue</b>	a trading venue as defined in Article 4(1)(24) of Directive 2014/65/EU, that is, a regulated market, a multilateral trading facility or an organised trading facility.
<b>Company or Issuer</b>	Tinexta S.p.A., with registered office in Rome, at Piazzale Flaminio 1/B.
<b>Person in Charge</b>	the Head of the Issuer's Investor Relations Office who, for the purpose of this Procedure, has the functions, obligations and responsibilities indicated therein.
<b>Internal Dealing Parties or MAR Significant Parties</b>	jointly, the MAR Significant Persons and the Persons Associated with MAR Significant Persons.
<b>SSA</b>	the centralised storage mechanism used by the Company from time to time to store regulated information.

<b>Financial Instruments</b>	means the financial instruments of the Company as defined in Article 4(1)(15) of Directive 2014/65/EU, as subsequently amended and supplemented, which are: (a) admitted to trading on a regulated market or for which a request for admission to trading on a regulated market has been submitted; (b) traded on a multilateral trading facility, admitted to trading on a multilateral trading facility or for which a request for admission to trading on a multilateral trading facility has been submitted; (c) traded on an organised trading facility; or (d) whose price or value depends on a financial instrument under (a) - (c), or has an effect on that price or value (including, by way of example, credit default swaps and financial contracts for differences).
<b>Linked Financial Instruments</b>	means the financial instruments qualified by Article 3(2)(b) of the MAR, with reference to the Financial Instruments issued by the Company.
<b>Consolidated Law on Finance</b>	Legislative Decree no. 58 of 24 February 1998, as subsequently amended and supplemented.

## 2. Internal dealing parties

2.1 The following are considered Internal Dealing Parties for the purposes of this Procedure:

A) the MAR Significant Persons (the “**MAR Significant Persons**”), namely:

- (i) members of the administrative or supervisory body of the Company;
- (ii) the persons who perform managerial functions and the senior executives identified by the Board of Directors who, although they are not members of the bodies referred to in point (i), have regular access to Inside Information relating directly or indirectly to the Company and the power to take managerial decisions affecting the future developments and business prospects of the Issuer.

B) persons closely associated with MAR Significant Persons (“**MAR Significant Persons**” and, together with the MAR Significant Persons, “**MAR Significant Parties**” or “**Internal Dealing Parties**”), namely:

- (i) a spouse not legally separated or a partner equivalent to a spouse pursuant to current legislation, the dependent children, including those of the spouse, and, if cohabiting for at least one year, the parents, relatives and in-laws of MAR Significant Persons;

(ii) legal entities, trusts, and partnerships, whose managerial responsibilities are discharged by a MAR Significant Person or by a person closely associated with one of the persons indicated in this point B(i), or directly or indirectly controlled by said person, or set up for the benefit of said person, or the economic interests of which are substantially equivalent to those of said person.

### **3. Identification of internal dealing parties**

3.1 The List of Internal Dealing Parties is drawn up by the Board of Directors and updated by the Chairman of the Board or the Managing Director, with the assistance of the Person in Charge. The Person in Charge shall retain said List in the filing system referred to in Article 4.2(b) and shall report to the Board of Directors when considered necessary or appropriate.

3.2 The Person in Charge shall promptly notify the MAR Significant Persons in writing of the identification and the related obligations envisaged by law and by the Procedure. This communication will be made according to the methods indicated in Article 8.

3.3 The MAR Significant Persons shall provide the Person in Charge promptly with the List of Persons closely associated with them, in an annex to the Letter of Acceptance referred to in Article 8.2, and shall promptly inform the Company of any changes to said list, by a specific declaration, whose signed original copy shall be delivered to the Person in Charge, or sent via registered letter with return receipt, sent in advance via e-mail, or via certified e-mail. The Person in Charge shall retain the List of closely associated Persons in the filing system referred to in Article 4.2(b). The MAR Significant Persons shall be required to provide written notice (possibly using the template in Annex 'B') to the persons closely associated with them on the conditions, procedures, and terms on the basis of which they are obliged to comply with legal and regulatory obligations relating and/or consequent to performance of Transactions, as well as compliance with this Procedure. The MAR Significant Persons shall retain a copy of this information.

3.4 The List of closely associated Persons, together with the List of MAR Significant Persons constitutes the List of Internal Dealing Parties. In the event of deletion of an Internal Dealing Person from the List, the interested party will be promptly informed in writing.

3.5 Any duty, obligation, requirement and/or formality relating to or connected with observance of the Procedure by the Persons Associated with the MAR Significant Persons, including the related responsibilities, shall remain the exclusive responsibility and/or concern of each MAR Significant Person concerned.



## 4. Person in Charge

4.1 The Manager of the Investor Relations Office of the Company performs the functions of Person in Charge, indicated in point 4.2 below and relating to the receipt, management, and dissemination to the public of information relating to MAR Significant Transactions.

4.2 The Person in Charge shall be assigned the following responsibilities:

- (a) receiving information transmitted by the MAR Significant Persons pursuant to the Procedure;
- (b) managing information sent by the MAR Significant Persons. This duty shall include retaining in a special filing system the documentation, even in electronic format, received or transmitted pursuant to the Procedure, and checking and selecting all the MAR Significant Transactions notified by the MAR Significant Persons required for proper fulfilment of the disclosure obligations to the public and Consob, where envisaged, referred to in Article 6;
- (c) transmitting information to the public and Consob, making it available on the Company's website, according to the procedures and terms set forth in Article 6;
- (d) informing the MAR Significant Persons with regard to adoption of the Procedure, its amendments and supplements, in accordance with the provisions of Articles 8 and 10;
- (e) fulfilling the additional duties established in the Procedure;
- (f) informing the Board of Directors or, in urgent circumstances, the Chairman or the Managing Director, with regard to matters concerning the implementation of the Procedure, if considered advisable or necessary, also for the purpose of proposing possible amendments and/or supplements to the Procedure pursuant to Article 11.

4.3 The Person in Charge shall be entitled to request, by e-mail, each MAR Significant Person to provide any information, clarification and/or supplement, also relating to the Persons closely associated with him/her, that is necessary and/or useful for the purpose of implementation of this Procedure. The Person Discharging Managerial Responsibility ("PDMR") receiving the request shall be obliged to reply to the Person in Charge, by email, by and no later than 5 working days of receipt of the request. The deadline within which the MAR Significant Person shall be obliged to reply to the Person in Charge shall be reduced to 2 working days in the event of urgency duly notified by the Person in Charge.

4.4 The Person in Charge shall be obliged to fulfil the obligations established by this Procedure with the diligence required of the function performed.

4.5 Communications to the Person in Charge provided pursuant to and for the purposes of this Procedure shall be addressed to the attention of the Head of Investor Relations as follows:

- ▶ by registered letter with return receipt to the address: FAO Responsabile Investor Relations Tinexta S.p.A. – Piazzale Flaminio n. 1/B – 00196, Roma;
- ▶ by fax to the number: 06.4200.4250;
- ▶ by e-mail to the address: investor@tinexta.com;
- ▶ by certified e-mail to the address: tinexta@legalmail.it;
- ▶ in the event of telephone communication to the number: 06.420.12.631.

## 5. Disclosure obligations of MAR Significant Parties

5.1 The MAR Significant Parties communicate to the Company and to Consob in the manner and within the terms indicated in Article 6 of the Procedure, all transactions (the “**MAR Significant Transactions**”) carried out for any reason, whether or not on the stock exchange, concerning the following financial instruments issued by the Company:

- (a) Shares;
- (b) debt instruments;
- (c) derivative instruments;
- (d) Financial Instruments Related to the instruments referred to in points (a) and (b) above.

5.2 It should be noted that the MAR Significant Transactions listed, by way of example but not limitation, in Annex 'A' to the Procedure shall be considered Transactions, pursuant to and for the purposes of this Procedure.

5.3 The disclosure obligations envisaged by this Procedure do not exist for the following MAR Significant Transactions:

- MAR Significant Transactions whose aggregate principal amount does not reach Euro 20,000.00 (twenty thousand/00) by the end of the year, with the specification that the overall amount must be calculated by adding without offsetting all the MAR Significant Transactions carried out directly by or on behalf of the MAR Significant Person and the Persons associated with the MAR Significant Persons; the disclosure obligation applies to all subsequent MAR Significant Transactions once an overall amount of Euro 20,000.00 (twenty thousand/00) has been reached during the same year. For financial instruments other than shares or bonds or for transactions without consideration, the value is calculated in accordance with the ESMA guidelines;

- transactions relating to Financial Instruments Linked to Shares or debt instruments of the Company if, at the time of the transaction, one of the following conditions is met:
  - a) the Financial Instrument consists of a unit or share of a collective investment undertaking in which the exposure to the Shares or debt instruments of the Company does not exceed 20% of the assets held by the collective investment undertaking;
  - b) the Financial Instrument provides exposure to a portfolio of assets in which the exposure to the Shares or debt instruments of the Company does not exceed 20% of the portfolio's assets;
  - c) the Financial Instrument consists of a unit or a Share of a collective investment undertaking or provides an exposure to a portfolio of assets and the MAR Significant Party does not know, nor could it have known, the composition of the investments or the exposure of that collective investment undertaking or portfolio of assets in relation to the shares or debt instruments of the Company, and there are also no reasons that would lead that person to believe that the shares or debt instruments of the Company exceed the thresholds referred to in letter a) or b).

5.4 If information is available relating to the composition of the investments of the collective investment undertaking or the exposure to the portfolio of assets, the MAR Significant Party shall make every reasonable effort to avail itself of that information.

5.5 The MAR Significant Parties are responsible for the exact and timely communication of the required information to the Company, Consob and the public and shall therefore be answerable to the Company for any damage, including to image, suffered by the same due to any non-compliance with their obligations.

## **6. Procedures and time frames for disclosure of MAR Significant Transactions**

6.1 The MAR Significant Parties shall notify the Company of the MAR Significant Transactions they have completed no later than 3 (three) business days following the date of execution of the MAR Significant Transaction (the “**MAR Significant Transaction Date**”), in the manner indicated in article 6.2 below. Date of execution of the MAR Significant Transaction shall mean, for the purposes of this Procedure, with regard to Transactions performed at a Trading Venue, the date when the order is matched to an opposing proposal, regardless of the settlement date. It should be noted that in the event of MAR Significant Transactions subject to conditions, the Significant Persons’ obligation to provide notification shall arise from the time the condition is met.

6.2 The communications to the Company referred to in Article 6.1 above shall be provided through the sending of the MAR Notification Template (see Annex 'D') to the Person in Charge, duly completed by the MAR Significant Party according to the instructions contained therein, using the following methods:

- ▶ by fax to the number: 06.4200.4250;
- ▶ by e-mail to the address: [investor@tinexta.com](mailto:investor@tinexta.com);
- ▶ by certified e-mail to the address: tinexta@legalmail.it;
- ▶ **in any case**, with telephone notice to the number: 06.420.12.631.

6.3 If a number of MAR Significant Transactions referring to the same MAR Significant Party are performed on the same day, the MAR Significant Party shall provide a single disclosure by sending the MAR Notification Template referred to in Article 6.2 containing a summary of all the transactions. In the event of a number of MAR Significant Transactions of the same nature, relating to the same Financial Instrument, performed on the same trading day and in the same Trading Venue, or outside a Trading Venue, the disclosure shall state the volume of all the aforesaid MAR Significant Transactions as a single figure representing the arithmetic sum of the volume of each MAR Significant Transaction. The corresponding weighted average price for the volume of the aforesaid MAR Significant Transactions shall also be stated. In completing the MAR Notification Template, MAR Significant Transactions of a different nature, such as, for example, purchases and sales, shall not be aggregated, or mutually netted.

6.4 The disclosure to the public of the MAR Significant Transactions carried out by the MAR Significant Parties, notified to the Company in compliance with the terms and methods set out in this Procedure, is carried out by the Company, in the person of the Person in Charge, through (i) SDIR-NIS, (ii) SSA and (iii) on the Company's website within two working days of receipt of the communication referred to in Article 6.1.

6.5 The communication to Consob of the MAR Significant Transactions is carried out by the MAR Significant Parties promptly and in any case within the third business day from the Date of the MAR Significant Transaction by sending the MAR Notification Template, complete with all the information contained therein, via certified e-mail to the address consob@pec.consob.it (if the sender is subject to the obligation to use certified e-mail) or via standard e-mail to the address Protocol@consob.it, specifying as the recipient "Ufficio Informazione Mercati" and indicating in the subject line "MAR Internal Dealing", retaining responsibility for the communications in question.

6.6 The MAR Significant Persons may ask the Company to communicate the MAR Significant Transactions to Consob directly on their behalf, with it being understood that, in this case, the MAR Significant Persons must notify the Company of the MAR Significant Transactions carried out by them or by the Persons Closely Associated with them by completing, signing and sending the form set out in Annex A and the mandate form set out in Annex F by the first business day following the date of execution of the MAR Significant Transaction, addressed to the Person in Charge, using the methods referred to in this article. In this case, the Company will fulfil, on behalf of Relevant Persons MAR, the obligation to

notify Consob pursuant to this article and within the terms set out above, through the sending of the information received from the MAR Significant Party in the manner established by the laws and regulations in force.

## **7. Black-out period**

7.1 MAR Significant Persons shall not perform any MAR Significant Transactions on their own account or for the account of a third party, directly or indirectly, during a period of 30 calendar days before the announcement of the annual financial report and of the half year report referred to in Article 154-ter of the Consolidated Law on Finance, or of the interim management reports (or other similar periodic accounting statements) that the Company is obliged or has previously decided to make public and/or announced according to (i) the rules of the Trading Venue where the Issuer's shares are admitted to trading, or (ii) Italian law (black-out period).

7.2 It is understood that period of 30 calendar days before the announcement shall commence from the date of the meeting of the Board of Directors established to approve the accounting data according to the Company's financial calendar, or however established and/or announced, and the black-out period shall only end after disclosure to the public of the press release relating to approval of the aforesaid accounting data.

7.3 Notwithstanding the provisions of Article 7.1 above, the Company may allow the MAR Significant Persons to perform MAR Significant Transactions (as specified below) on financial instruments, on their own account or that of a third party, directly or indirectly, during the black-out period in the following cases:

- (a) on a case-by-case basis due to the existence of exceptional circumstances, such as severe financial difficulty, which require the immediate sale of Shares;
- (b) due to the characteristics of the trading involved for Transactions made under, or related to, an employee share or saving scheme, entitlement or right to Shares, or Transactions where the beneficial interest in the relevant security does not change, all of which as described in greater detail in Annex 'E' to this Procedure.

In cases (a) and (b) above, the MAR Significant Person shall be required to prove that the specific MAR Significant Transaction could not be performed at a time other than during the black-out period as specified below.

7.4 In the cases referred to in Article 7.3(a) above, before performing the MAR Significant Transaction during the black-out period, the MAR Significant Person shall request the Issuer – through a special written substantiated request to be sent to the attention of the Managing Director, with copy to the Person in Charge – to authorise the immediate sale of the Shares held. The request from the MAR Significant Person must contain, at least: **(I)** a description of the MAR Significant Transaction envisaged; **(II)** an explanation of why the sale of Shares is the only reasonable alternative to obtain the necessary financing; and **(III)** objective evidence (including documentary evidence) relating to the aspects referred to in points **(I)** and **(II)** above.

After receiving the communication referred to in this Article 7.4, the Company shall make a case-by-case assessment of the request submitted by the MAR Significant Person and shall authorise immediate sale of the shares only when the circumstances of the MAR Significant Transaction may be deemed exceptional. “Exceptional circumstances” shall mean extremely urgent, unforeseen, and compelling situations, where their cause is external to and beyond the control of the MAR Significant Person. The assessment of the exceptional nature of the circumstances described in the request for authorisation shall be conducted taking into account if and to what extent the MAR Significant Person:

- (i) is at the moment of submitting the request facing a legally enforceable financial commitment or claim;
- (ii) has to fulfil or is in a situation entered into before the beginning of the black-out period and requiring the payment of sum to a third party, including tax liability, and cannot reasonably satisfy a financial commitment or claim by means other than immediate sale of Shares.

7.5 In the cases referred to in Article 7.3(b) above, the MAR Significant Person shall request the Company to authorise performance of the MAR Significant Transaction in good time – and in any case within the time frames and with the methods specified in Annex “E” to this Procedure when required in the cases envisaged in the Annex – through a special written request to be sent to the attention of the Managing Director, with copy to the Person in Charge, containing objective evidence (including documentary evidence) relating to satisfaction of the conditions established by said Annex “E” with regard to each of the cases envisaged. After receiving the communication, the Company shall make a case-by-case assessment of the request submitted by the MAR Significant Person.

7.6 The assessments referred to in Articles 7.4 and 7.5 above shall be the responsibility of the Managing Director, who shall be assisted by the Person in Charge. The Managing Director shall report to the Board of Directors on the outcome of the assessments, at the next meeting. It is however understood that:

- (i) if considered necessary or appropriate, the Managing Director shall have the power to remit the matter to the collective authority of the Company’s Board of Directors; and

- (ii) each assessment relating and/or pertinent to MAR Significant Transactions to be performed by the Managing Director or by Persons closely associated with him/her, shall be exclusively reserved to the collective authority of the Board of Directors.

7.7 The Company shall be required to provide, through the Person in Charge, feedback to the MAR Significant Person on the outcome of the assessments made pursuant to Articles 7.4 and 7.5 above within 5 trading days of receipt of the request from the person concerned, if the request contains all the information and documentation required by this Procedure or in any case sufficient to allow a full assessment of the relevant circumstances. The Managing Director or the Board of Directors, as the case may be, shall still be entitled to request the person concerned, within the aforesaid time limit of 5 trading days of receipt of the request, information and/or documents to supplement the request for authorisation. In this case, the Company shall provide, through the Person in Charge, appropriate feedback to the Significant Person within 3 trading days of receipt of the supplementary documentation.

7.8 The Board of Directors of the Company also reserves the right to provide for exceptions to the aforementioned prohibition, as well as to prohibit or limit the execution at other periods of the year, by some or all of the MAR Significant Persons, of MAR Significant Transactions. Any exceptions to the prohibition may be granted, for well-founded reasons, by the Board of Directors and in particular, inter alia, in the presence of exceptional conditions such as serious financial difficulties that require the immediate sale of Shares.

## **8. Disclosure of the procedure to MAR Significant Persons**

8.1 The Company shall be obliged to inform the MAR Significant Persons, through the Person in Charge and using the methods set forth in this article, of the adoption and updating of the Procedure, the recording of such parties in the list of Internal Dealing Parties and of the consequent obligations to be fulfilled by them pursuant to the Procedure and the Internal Dealing Legislation.

8.2 The Person in Charge shall be obliged to deliver to the MAR Significant Persons, or send to them by registered letter with return receipt, sent in advance by e-mail, or by certified e-mail, the Letter of Transmission, through which the MAR Significant Persons shall be informed of adoption of the Procedure (or of subsequent amendments and/or supplements as specified by Article 10 below), the inclusion of such parties on the List of Internal Dealing Parties and of the legal and regulatory obligations arising from it. Two copies of this Procedure shall be attached to the Letter of Transmission. By and no later than 3 working days of delivery or receipt of the Letter of Transmission, the MAR Significant Persons shall be obliged to deliver to the Person in Charge the Letter of Acceptance signed by the party concerned, together with a copy of the Procedure initialled on each page by way of full acceptance. This documentation shall be retained by the Person in Charge in the filing system referred to in Article 4.2(b).

## 9. Personal data processing

9.1 For the purposes of this Procedure, the Company may be required to process certain personal data of Internal Dealing Parties. The Internal Dealing Parties shall therefore be required to grant their consent to the processing of their personal data, by the Company or by data processors and/or persons entrusted with processing appointed by the Company, pursuant to and under the terms of Italian Legislative Decree 196/2003 and Regulation (EU) No 679/16 (General Data Protection Regulation – “**GDPR Regulation**”), and subsequent amendments, being informed of the following:

- (a) the purposes and procedures of the processing to be performed on the data;
- (b) the mandatory nature of disclosure of the data;
- (c) the persons or categories of person to whom the data may be disclosed and the scope of dissemination of the data;
- (d) the rights referred to in Article 15 of the GDPR;
- (e) the first name and last name, corporate name and domicile, residence or registered office of the data controller and of the data processor:

When the Letter of Acceptance referred to in Article 8.2 has been delivered to the Person in Charge by the Significant Party, consent shall be considered validly granted, pursuant to and for the purposes of Italian Legislative Decree 196/2003 and the GDPR.

## 10. Amendments and supplements

10.1 The provisions of this Procedure shall be updated and/or supplemented by and under the responsibility of the Issuer’s Board of Directors, taking into account the provisions of applicable laws or regulations, as well as the implementation experience gained, and market practices developed.

10.2 If it should be necessary to update and/or supplement individual provisions of the Procedure as a result of changes in the applicable rules of law or regulations, or of specific requests from supervisory bodies, as well as in cases of proven urgency, this Procedure may be amended and/or supplemented by the Chairman of the Board of Directors or by the Managing Director, with subsequent ratification of the amendments and/or supplements by the Board of Directors in the first meeting following the action taken.

10.3 Amendments and/or additions to the provisions of the Procedure pursuant to articles 10.1 and 10.2 above will be communicated to the MAR Significant Persons in the manner indicated in Article 8.2. The communication shall also state the date of entry into force of the new or amended provisions.



## **11. Non-compliance with the procedure**

11.1 Without prejudice to the sanctions envisaged in the Internal Dealing Legislation in the event of non-compliance with the obligations laid down therein, in cases where, due to an infringement of the provisions of said Internal Dealing Legislation and/or this Procedure, the Company should incur administrative fines, it may take steps to take action against those responsible for such infringements to obtain repayment of charges relating to the payment of said penalties.

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### **Annexes:**

- Annex 'A': Illustrative and non-exhaustive list of MAR Significant Transactions
- Annex 'B': Letter of Transmission Template
- Annex 'C': Letter of Acceptance Template
- Annex 'D': MAR Notification Template
- Transactions justifying the authorisation to trade during the black-out period
- Annex 'F': Proxy Form

## **ANNEX A**

### **ILLUSTRATIVE AND NON-EXHAUSTIVE LIST OF MAR SIGNIFICANT TRANSACTIONS**

\* \* \*

**Regulation (EU) No 596/2014 of the European Parliament and of the Council of 16  
April 2014 ("MAR")  
("MAR")**

***Article 19(1a) and (7) of the MAR***

**Managers' transactions**

*"1a. The notification obligation referred to in paragraph 1 shall not apply to transactions relating to financial instruments linked to shares or debt instruments of the issuer referred to in that paragraph if, at the time of the transaction, one of the following conditions is met:*

*(a) the financial instrument is a unit or share in a collective investment undertaking in which the exposure to the issuer's shares or debt instruments does not exceed 20% of the assets held by the collective investment undertaking; (b) the financial instrument provides exposure to a portfolio of assets in which the exposure to the issuer's shares or debt instruments does not exceed 20% of the portfolio's assets; (c) the financial instrument is a unit or share in a collective investment undertaking or provides exposure to a portfolio of assets and the person discharging managerial responsibilities or person closely associated with such a person does not know, and could not know, the investment composition or exposure of such collective investment undertaking or portfolio of assets in relation to the issuer's shares or debt instruments, and furthermore there is no reason for that person to believe that the issuer's shares or debt instruments exceed the thresholds in point (a) or (b). If information regarding the investment composition of the collective investment undertaking or exposure to the portfolio of assets is available, then the person discharging managerial responsibility or person closely associated with such a person shall make all reasonable efforts to avail themselves of that information."*

*"7. For the purposes of paragraph 1, transactions that must be notified shall also include:*

- a) the pledging or lending of financial instruments by or on behalf of a person discharging managerial responsibilities or a person closely associated with such a person, as referred to in paragraph 1;*
- b) transactions undertaken by persons professionally arranging or executing transactions or by another person on behalf of a person discharging managerial responsibilities or a person closely associated with such a person, as referred to in paragraph 1, including where discretion is exercised;*

c) *transactions made under a life insurance policy, defined in accordance with Directive 2009/138/EC of the European Parliament and of the Council, where:*

*i) the policyholder is a person discharging managerial responsibilities or a person closely associated with such a person, as referred to in paragraph 1,*

*ii) the investment risk is borne by the policyholder, and*

*iii) the policyholder has the power or discretion to make investment decisions regarding specific instruments in that life insurance policy or to execute transactions concerning the specific instruments of this life insurance.*

*For the purposes of point (a), a pledge, or a similar security interest, of financial instruments in connection with the depositing of the financial instruments in a custody account does not need to be notified, unless and until such time that such pledge or other security interest is designated to secure a specific credit facility.*

*For the purposes of point (b), transactions executed in shares or debt instruments of an issuer or derivatives or other financial instruments linked thereto by managers of a collective investment undertaking in which the person discharging managerial responsibilities or a person closely associated with them has invested do not need to be notified where the manager of the collective investment undertaking operates with full discretion, which excludes the manager receiving any instructions or suggestions on portfolio composition directly or indirectly from investors in that collective investment undertaking.*

*Insofar as a policyholder of an insurance contract is required to notify transactions according to this paragraph, an obligation to notify is not incumbent on the insurance company."*

**Commission Delegated Regulation (EU) 2016/522 of 17 December 2015  
("Delegated Regulation 2016/522")**

**Article 10 of Delegated Regulation 2016/522**

**Notifiable transactions**

*"1. Pursuant to Article 19 of Regulation (EU) No 596/2014 and in addition to transactions referred to in Article 19(7) of that Regulation, persons discharging managerial responsibilities within an Issuer or an emission allowance market participant and persons closely associated with them shall notify the issuer or the emission allowance market participant and the competent authority of their transactions.*

*Those notified transactions shall include all transactions conducted by persons discharging managerial responsibilities on their own account relating, in respect of the issuers, to the shares or debt instruments of the issuer or to derivatives or other financial instruments linked thereto, and in respect of*

*emission allowance market participants, the emission allowances, products auctioned on that basis or derivatives relating thereto.*

*2. Those notified transactions shall include the following:*

- a) purchase, 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) purchase, 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 Article 19 of Regulation (EU) No 596/2014;*
- 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 Regulation (EU) No 596/2014;*
- 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 Regulation (UE) No 596/2014;*
- 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.”*

## **ANNEX B**

### **LETTER OF TRANSMISSION TEMPLATE**

\* \* \*

[on the Company's headed paper]

Dear Mr [●] [address] [specify one of the delivery/transmission methods set forth in Article 8.2 of the Procedure]

**Subject: Letter of Transmission pursuant to the procedure for compliance with Internal Dealing requirements**

We hereby inform you that Tinexta S.p.A. (the "**Company**") has [adopted] / [updated] the "*Procedure for the fulfilment of obligations in relation to Internal Dealing*" (the "**Procedure**") in implementation of the rules contained in Article 19 of Regulation (EU)

No 596/2014 of the European Parliament and of the Council of 16 April 2014 on market abuse (*Market Abuse Regulation – MAR*), supplemented by Articles 7 *et seq.* of Commission Delegated Regulation (EU) 2016/522 of 17 December 2015 and of Commission Implementing Regulation (EU) 2016/523 of 10 March 2016.

The Procedure has been in force since 2 August 2024. As established by Article 4 of the Procedure, the Person in Charge is the Head of the Investor Relations Office. The definitions contained in the Procedure are understood to be referred to herein in full, unless otherwise indicated.

We hereby inform you of your registration as a MAR Significant Person in the List of Internal Dealing Persons held by the Company pursuant to the Procedure.

For the obligations resulting from this inclusion and for the related operational aspects, please refer to the contents of the Procedure (attached to this document) and the regulations referred to therein. We also remind you that the abuse of privileged information and market manipulation constitute offences subject to criminal and administrative sanctions pursuant to the regulations applicable from time to time, which can be consulted on the Consob website *www.consob.it*.

We also inform you that you are required to notify the persons closely associated with you in writing of the obligations incumbent upon them pursuant to the internal dealing legislation and the Procedure. You can use the template annexed hereto for this purpose, keeping a copy of this communication.

We inform you that, in view of the position you hold, you are bound by an obligation of confidentiality with regard to the inside information that comes into your possession in carrying out your activity, and that you are subject to the prohibition on insider dealing. For acceptance purposes,

you are requested to send us copy of the Letter of Acceptance duly signed, by and no later than 3 working days of its receipt, together with a copy of the attached Procedure initialled on each page by way of full acceptance, in one of the following ways:

- ▶ by registered letter with return receipt to the address: Tinexta S.p.A. – Piazzale Flaminio n. 1/B – 00196, Roma;
- ▶ by fax to the number: 06.4200.4250;
- ▶ by e-mail to the address: investor@tinexta.com;
- ▶ by certified e-mail to the address: tinexta@legalmail.it.

However, we wish to clarify that the Procedure will be binding and effective against you even if you do not send the Letter of Acceptance to the Company in accordance with the provisions of the Procedure itself.

[Location, date]

**Tinexta S.p.A.**

---

[●] *[First name and last name of the Person in Charge]*

(in the capacity of Person in Charge)

Annexes:

- Copy of the Procedure to be retained by the MAR Significant Person;
- Copy of the Procedure to be initialled on each page and returned to the Person in Charge;
- Template of communication to Persons Associated with MAR Significant Persons
- Copy of the Letter of Acceptance.

\* \* \*

## Template of communication to the Persons Associated with MAR Significant Persons

[Location, date]

Subject: Communication pursuant to current legislation and the Internal Dealing Procedure of Tinexta S.p.A. Inclusion in the list of Internal Dealing Parties

Dear \_\_\_\_\_,

in compliance with the applicable regulations, as well as with the procedure for the fulfilment of the obligations regarding Internal Dealing (the “**Procedure**”) adopted by Tinexta S.p.A. (the “**Company**”) of which I am a [*director/auditor/key manager* / [•]] I hereby inform you that I will declare that you are a person closely associated with me.

As a result, you will be included in the Company's List of Internal Dealing Parties. For the obligations resulting from this inclusion and for the related operational aspects, please refer to the contents of the Procedure (attached to this document) and the regulations referred to therein.

I also recall that the abuse of privileged information and market manipulation constitute offences subject to criminal and administrative sanctions pursuant to the legislation applicable from time to time.

Therefore, I invite you to read the contents of the Procedure and to sign this document to mark your acknowledgement and acceptance.

Yours faithfully,

\_\_\_\_\_

Pursuant to and for the purposes of Legislative Decree 196/2003 and Regulation (EU) No 679/16, the undersigned *Person Associated with the MAR Significant Persons* also gives his/her consent to the processing of personal data by the Company for the purposes referred to in the notice provided for in Article 9 of the Procedure, without prejudice to the rights laid down in Article 15 of Regulation (EU) No 679/16.

For full acceptance:

\_\_\_\_\_

[•] [*first name and last name of the Person Associated with the MAR Significant Person*]

## ANNEX C

### LETTER OF ACCEPTANCE TEMPLATE

\* \* \*

FAO Tinexta S.p.A. Piazzale

Flaminio no. 1 / B - 00196 Rome

*For the kind attention of the Person in Charge pursuant to the Procedure for compliance with Internal Dealing obligations” (the “**Procedure**”)*

The undersigned \_\_\_\_\_, born in \_\_\_\_\_ on \_\_\_\_\_, tax code \_\_\_\_\_, as a MAR Significant Person pursuant to the Procedure

- having acknowledged that he/she has been included in the List of Internal Dealing Parties in compliance with the Procedure adopted by the Company pursuant to Article 19 of Regulation (EU) No 596/2014 of the European Parliament and of the Council of 16 April 2014 on market abuse (Market Abuse Regulation) (“**MAR**”), supplemented by Articles 7 *et seq.* of Commission Delegated Regulation (EU) 2016/522 of 17 December 2015 and by Commission Implementing Regulation (EU) 2016/523 of 10 March 2016;
- confirming that he/she has received a copy of the Procedure and has read and understood its provisions;
- aware of the legal obligations to be met under the Procedure and the aforesaid provisions of laws and regulations, and of the sanctions applicable from time to time established in the event of failure to observe them;

#### **IN VIEW OF THE FOREGOING**

- (i) declares that he/she is aware of and accepts the provisions of the Procedure and undertakes, as far as his/her authority extends, to observe them. A copy of the Procedure initialled on each page by way of full acceptance is attached to this Letter of Acceptance;
- (ii) provides the following personal contact details for the purposes of the Procedure: tel. no. [●], fax no. [●], e-mail address [●] and certified e-mail address [●];



- (iii) provides the names of the Persons closely associated with him/her, as identified pursuant to Article 3 of the Procedure, stated in Annex 'A' to this Letter of Acceptance;
- (iv) undertakes, in particular, to: (i) notify the persons closely associated with the same of the Procedure in writing; (ii) keep a copy of the notice;
- (v) undertakes to communicate to the Company, in the person of the Person in Charge referred to in Article 4 of the Procedure, to the public and to Consob the MAR Significant Transactions in the manner and within the terms set forth in Article 6 of the Procedure.

Annexes:

- copy of the Procedure initialled on each page by way of full acceptance by the Person Discharging Managerial Responsibilities;
- list of closely associated persons.

\_\_\_\_\_

\_\_\_\_\_

*(location and date)*

*(signature)*

Pursuant to and for the purposes of Italian Legislative Decree 196/2003 and Regulation (EU) No 679/16, the Undersigned also grants his/her consent to the processing of the personal data contained in the form by the Company for the purposes set forth in the information document required under Article 9 of the Procedure and shall do all within his/her power to ensure the Persons closely associated with him/her grant their consent to the processing of personal data. The MAR Significant Person is granted the rights envisaged by Article 15 of Regulation (EU) No 679/16.

\_\_\_\_\_

\_\_\_\_\_

*(location and date)*

*(signature)*

## Annex A to the Letter of Acceptance

\* \* \*

### LIST OF PERSONS ASSOCIATED WITH THE MAR SIGNIFICANT PERSON

#### SPOUSE NOT LEGALLY SEPARATED OR PARTNER EQUIVALENT TO A SPOUSE UNDER THE LEGISLATION IN FORCE

Last name and first name	Date and place of birth	Tax Code

#### DEPENDENT CHILDREN, ALSO OF THE SPOUSE

Last name and first name	Date and place of birth	Tax Code

#### IF COHABITING FOR AT LEAST ONE YEAR, THE PARENTS AND RELATIVES

Last name and first name	Date and place of birth	Tax Code

#### LEGAL PERSONS, TRUSTS AND PARTNERSHIPS WHOSE MANAGEMENT RESPONSIBILITIES ARE DISCHARGED BY THE MAR SIGNIFICANT PERSON OR BY ONE OF THE ASSOCIATED PERSONS LISTED ABOVE

Company name	Registered office	Tax Code and VAT no.	Position held (and indication of the Person Associated with the MAR Significant Person)

**LEGAL PERSONS, TRUSTS, AND PARTNERSHIPS CONTROLLED DIRECTLY OR INDIRECTLY BY THE MAR SIGNIFICANT PERSON OR BY ONE OF THE ASSOCIATED PERSONS LISTED ABOVE**

Company name	Registered office	Tax Code and VAT no.	Position held (and indication of the Person Associated with the MAR Significant Person)

**LEGAL PERSONS, TRUSTS, AND PARTNERSHIPS ESTABLISHED FOR THE BENEFIT OF THE MAR SIGNIFICANT PERSON OR BY ONE OF THE ASSOCIATED PERSONS LISTED ABOVE**

Company name	Registered office	Tax Code and VAT no.	Position held (and indication of the Person Associated with the MAR Significant Person)

**LEGAL PERSONS, TRUSTS, AND PARTNERSHIPS WHOSE ECONOMIC INTERESTS ARE SUBSTANTIALLY EQUIVALENT TO THOSE OF THE MAR SIGNIFICANT PERSON OR ONE OF THE ASSOCIATED PERSONS LISTED ABOVE**

Company name	Registered office	Tax Code and VAT no.	Position held (and indication of the Person Associated with the MAR Significant Person)

## **ANNEX D MAR**

### **NOTIFICATION TEMPLATE**

\* \* \*

**Template for notification and disclosure to the public of transactions carried out by persons exercising management, control or management functions and by persons closely associated with them**

<b>1</b>	<b>Data relating to the person exercising administrative, control or management functions/the closely associated person</b>	
a)	Name	<i>[For natural persons: first name and last name.]</i>  <i>[For legal persons: full name, including legal form as provided for in the register in which it is entered, if applicable.]</i>
<b>2</b>	<b>Reason for the notification</b>	
a)	Position/qualification	<i>[For persons exercising administrative, control or management functions: indicate the position (e.g. managing director, financial director) held within the issuer, the emission allowance market participant, the auction platform, the auctioneer, the auction monitor.]</i>  <i>[For closely associated persons,</i>  <i>— indicate that the notification concerns a person closely associated with a person exercising administrative, control or management functions;</i>  <i>— First name and last name of the relevant person discharging administrative, control or management functions.]</i>
b)	Initial notification/amendment	<i>[Indicate whether this is an initial notification or a modification of a previous one. In the event of an amendment, explain the error that is corrected with this notice.]</i>
<b>3</b>	<b>Data relating to the issuer, the emission allowance market participant, the auction platform, the auctioneer or the auction monitor</b>	
a)	Name	<i>[Full name of the entity.]</i>
b)	LEI code	<i>[Identification code of the legal entity, compliant with the LEI code referred to in ISO 17442.]</i>

4	<b>Data relating to the transaction: section to be repeated for i) each type of instrument; ii) each type of transaction; iii) each date; and iv) each place where the transactions were carried out</b>					
a)	Description of the financial instrument, type of instrument  Identification code	<p><i>[— Indicate the nature of the instrument:</i></p> <ul style="list-style-type: none"> <li><i>— a share, debt instrument, derivative or financial instrument linked to a share or a debt instrument;</i></li> <li><i>— an issue allowance, a product subject to auction on the basis of issue allowances or a derivative on issue allowances.</i></li> <li><i>— Instrument identification code as defined in the Commission Delegated Regulation supplementing Regulation (EU) No 600/2014 of the European Parliament and of the Council with regard to the regulatory technical standards on the reporting of transactions to the competent authorities adopted pursuant to Article 26 of Regulation (EU) No 600/2014.]</i></li> </ul>				
b)	Nature of the transaction	<p><i>[Description of the type of transaction using, if necessary, the types of transactions established by Article 10 of Commission Delegated Regulation (EU) 2016/522<sup>(1)</sup> adopted pursuant to Article 19(14) of Regulation (EU) No 596/2014 or one of the specific examples referred to in Article 19(7) of Regulation (EU) No 596/2014.</i></p> <p><i>Pursuant to Article 19(6)(e) of Regulation (EU) No 596/2014, indicate whether the transaction is linked to the use of share option programmes]</i></p>				
c)	Price(s) and volume(s)	<table border="1" data-bbox="560 1429 1422 1576"> <thead> <tr> <th data-bbox="560 1429 991 1503">Price(s)</th> <th data-bbox="991 1429 1422 1503">Volume(s)</th> </tr> </thead> <tbody> <tr> <td data-bbox="560 1503 991 1576"> </td> <td data-bbox="991 1503 1422 1576"> </td> </tr> </tbody> </table> <p><i>[If several transactions of the same nature (purchase, sale, assumption and lending, etc.) on the same financial instrument or on the same issue allowance are carried out on the same day and in the same place, indicate in this field the prices and volumes of these operations, on two columns as illustrated above, inserting all the necessary rows.</i></p> <p><i>Use the data standards for price and quantity, including, if necessary, the currency of the price and the currency of the quantity, as defined by the Commission Delegated Regulation supplementing Regulation (EU)</i></p>	Price(s)	Volume(s)		
Price(s)	Volume(s)					

		<i>No 600/2014 of the European Parliament and of the Council with regard to the regulatory technical standards on the reporting of transactions to the competent authorities adopted pursuant to Article 26 of Regulation (EU) No 600/2014.]</i>
d)	<p>Aggregate information</p> <ul style="list-style-type: none"> <li>— Aggregate volume</li> <li>— Price</li> </ul>	<p><i>[The volumes of multiple transactions are aggregated when these transactions:</i></p> <ul style="list-style-type: none"> <li><i>— refer to the same financial instrument or to the same issue allowance;</i></li> <li><i>— are of the same nature;</i></li> <li><i>— are carried out on the same day and</i></li> <li><i>— are carried out in the same place;</i></li> </ul> <p><i>Use the data standards for the quantity, including, if necessary, the currency of the quantity, according to the definition of the Commission Delegated Regulation supplementing Regulation (EU) No 600/2014 of the European Parliament and of the Council with regard to the regulatory technical standards on the reporting of transactions to the competent authorities adopted pursuant to Article 26 of Regulation (EU) No 600/2014.]</i></p> <p><i>[Price information:</i></p> <ul style="list-style-type: none"> <li><i>— in the case of a single transaction, the price of the individual transaction;</i></li> <li><i>— if the volumes of multiple transactions are aggregated: the weighted average price of the aggregated transactions.</i></li> </ul> <p><i>Use the data standards for the price, including, if necessary, the currency of the price, according to the definition of the Commission Delegated Regulation supplementing Regulation (EU) No 600/2014 of the European Parliament and of the Council with regard to the regulatory technical standards on the reporting of transactions to the competent authorities adopted pursuant to Article 26 of Regulation (EU) No 600/2014.]</i></p>
(e)	Date of the transaction	<i>[Date of execution of the notified transaction. Use the ISO 8601 format: YYYY-MM-DD; UTC time.]</i>
(f)	Place of the transaction	<i>[Name and identification code of the trading venue pursuant to the MiFID, the systematic internaliser or the trading platform organised outside the Union in which the transaction was carried out as defined</i>

*by the Commission Delegated Regulation supplementing Regulation (EU) No 600/2014 of the European Parliament and of the Council with regard to the regulatory technical standards on the reporting of transactions to the competent authorities adopted pursuant to Article 26 of Regulation (EU) No 600/2014, or*

*if the transaction was not carried out in one of the above venues, indicate "outside a trading venue".]*

(<sup>1</sup>) Commission Delegated Regulation (EU) 2016/522 of 17 December 2015 supplementing Regulation (EU) No 596/2014 of the European Parliament and of the Council as regards an exemption for certain third countries public bodies and central banks, the indicators of market manipulation, the disclosure thresholds, the competent authority for notifications of delays, the permission for trading during black-out periods and types of notifiable managers' transactions.

## ANNEX D

### TEMPLATE FOR NOTIFICATION AND PUBLIC DISCLOSURE

\* \* \*

a) Name	<i>[For natural persons: the first name and the last name(s).] [For legal persons: full name including legal form as provided for in the register where it is incorporated, if applicable.]</i>
<b>2 Reason for the notification</b>	
a) Position/status	<i>[For persons discharging managerial responsibilities: the position occupied within the issuer, emission allowances market participant/auction platform/auctioneer/auction monitor should be indicated, e.g. CEO, CFO.] [For persons closely associated,  — An indication that the notification concerns a person closely associated with a person discharging managerial responsibilities;  — Name and position of the relevant person discharging managerial responsibilities.]</i>
b) Initial notification/Amendment	<i>[Indication that this is an initial notification or an amendment to prior notifications. In case of amendment, explain the error that this notification is amending.]</i>
<b>3 Details of the issuer, emission allowance market participant, auction platform, auctioneer or auction monitor</b>	
a) Name	<i>[Full name of the entity.]</i>
b) LEI	<i>[Legal Entity Identifier code in accordance with ISO 17442 LEI code.]</i>
<b>4 Details of the transaction(s): section to be repeated for (i) each type of instrument; (ii) each type of transaction; (iii) each date; and (iv) each place where the transactions have been conducted</b>	



<p>a) Description of the financial instrument, type of instrument Identification code</p>	<p><i>[—Indication as to the nature of the instrument:</i></p> <ul style="list-style-type: none"> <li><i>— a share, a debt instrument, a derivative or a financial instrument linked to a share or a debt instrument;</i></li> <li><i>— an emission allowance, an auction product based on an emission allowance or a derivative relating to an emission allowance.</i></li> <li><i>— Instrument identification code as defined under Commission Delegated Regulation supplementing Regulation (EU) No 600/2014 of the European Parliament and of the Council with regard to regulatory technical standards for the reporting of transactions to competent authorities adopted under Article 26 of Regulation (EU) No 600/2014.]</i></li> </ul>	
<p>b) Nature of the transaction</p>	<p><i>[Description of the transaction type using, where applicable, the type of transaction identified in Article 10 of the Commission Delegated Regulation (EU) 2016/522 adopted under Article 19(14) of Regulation (EU) No 596/2014 or a specific example set out in Article 19(7) of Regulation (EU) No 596/2014.</i></p> <p><i>Pursuant to Article 19(6)(e) of Regulation (EU) No 596/2014, it shall be indicated whether the transaction is linked to the exercise of a share option programme.]</i></p>	
<p>c) Price(s) and volume(s)</p>	<p><b>Price(s)</b></p>	<p><b>Volume(s)</b></p>
	<p><i>[Where more than one transaction of the same nature (purchases, sales, lendings, borrows, ...) on the same financial instrument or emission allowance are executed on the same day and on the same place of transaction, prices and volumes of these transactions shall be reported in this field, in a two columns form as presented above, inserting as many lines as needed.</i></p> <p><i>Using the data standards for price and quantity, including where applicable the price currency and the quantity currency, as defined under Commission Delegated Regulation supplementing Regulation (EU) No 600/2014 of the European Parliament and of the Council with regard to regulatory technical standards for the reporting of transactions to competent authorities adopted under Article 26 of Regulation (EU) No 600/2014.]</i></p>	

<p>d) Aggregated information</p> <ul style="list-style-type: none"> <li>—Aggregated volume</li> <li>—Price</li> </ul>	<p><i>[The volumes of multiple transactions are aggregated when these transactions:</i></p> <ul style="list-style-type: none"> <li><i>— relate to the same financial instrument or emission allowance;</i></li> <li><i>— are of the same nature;</i></li> <li><i>— are executed on the same day; and</i></li> <li><i>— are executed on the same place of transaction.</i></li> </ul> <p><i>Using the data standard for quantity, including where applicable the quantity currency, as defined under Commission Delegated Regulation supplementing Regulation (EU) No 600/2014 of the European Parliament and of the Council with regard to regulatory technical standards for the reporting of transactions to competent authorities adopted under Article 26 of Regulation (EU) No 600/2014.]</i></p> <p><i>[Price information:</i></p> <ul style="list-style-type: none"> <li><i>— In case of a single transaction, the price of the single transaction;</i></li> <li><i>— In case the volumes of multiple transactions are aggregated: the weighted average price of the aggregated transactions.</i></li> </ul>
	<p><i>Using the data standard for price, including where applicable the price currency, as defined under Commission Delegated Regulation supplementing Regulation (EU) No 600/2014 of the European Parliament and of the Council with regard to regulatory technical standards for the reporting of transactions to competent authorities adopted under Article 26 of Regulation (EU) No 600/2014.]</i></p>
<p>e) Date of the transaction</p>	<p><i>[Date of the particular day of execution of the notified transaction.</i></p> <p><i>Using the ISO 8601 date format: YYYY-MM-DD; UTC time.]</i></p>

f) Place of the transaction	<i>[Name and code to identify the MiFID trading venue, the systematic internaliser or the organised trading platform outside of the Union where the transaction was executed as defined under Commission Delegated Regulation supplementing Regulation (EU) No 600/2014 of the European Parliament and of the Council with regard to regulatory technical standards for the reporting of transactions to competent authorities adopted under Article 26 of Regulation (EU) No 600/2014, or if the transaction was not executed on any of the above mentioned venues, please mention 'outside a trading venue'.]</i>
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## **ANNEX E**

### **TRANSACTIONS JUSTIFYING THE AUTHORISATION TO TRADE IN BLACK-OUT PERIODS**

\* \* \*

**Commission Delegated Regulation (EU) 2016/522 of 17 December 2015 ("Delegated Regulation 2016/522")**

#### ***Article 9, Delegated Regulation 2016/522***

##### **Characteristics of the trading during a black-out period**

"The issuer shall have the right to allow the person discharging managerial responsibilities within the issuer to trade on its own account or for the account of a third party during a black-out period, including but not limited to circumstances where that person discharging managerial responsibilities:

*a) had been awarded or granted financial instruments under an employee scheme, provided that the following conditions are met:*

*i) the employee scheme and its terms have been previously approved by the issuer in accordance with national law and the terms of the employee scheme specify the timing of the award or the grant and the amount of financial instruments awarded or granted, or the basis on which such an amount is calculated and given that no discretion can be exercised;*

*ii) the person discharging managerial responsibilities does not have any discretion as to the acceptance of the financial instruments awarded or granted;*

*b) had been awarded or granted financial instruments under an employee scheme that takes place in the black-out period provided that a pre-planned and organised approach is followed regarding the conditions, the periodicity, the time of the award, the group of entitled persons to whom the financial instruments are granted and the amount of financial instruments to be awarded, the award or grant of financial instruments takes place under a defined framework under which any inside information cannot influence the award or grant of financial instruments;*

*c) exercises options or warrants or conversion of convertible bonds assigned to him under an employee scheme when the expiration date of such options, warrants or convertible bonds falls within a black-out period, as well as sales of the shares acquired pursuant to such exercise or conversion, provided that all of the following conditions are met:*

- i) the person discharging managerial responsibilities notifies the issuer of its choice to exercise or convert at least four months before the expiration date;*
  - ii) the decision of the person discharging managerial responsibilities is irrevocable;*
  - iii) the person discharging managerial responsibilities has received the authorisation from the issuer prior to proceed;*
- d) acquires the issuer's financial instruments under an employee saving scheme, provided that all of the following conditions are met:*
- i) the person discharging managerial responsibilities has entered into the scheme before the black-out period, except when it cannot enter into the scheme at another time due to the date of commencement of employment;*
  - ii) the person discharging managerial responsibilities does not alter the conditions of his participation into the scheme or cancel his participation into the scheme during the black-out period;*
  - iii) the purchase operations are clearly organised under the scheme terms and that the person discharging managerial responsibilities has no right or legal possibility to alter them during the black-out period, or are planned under the scheme to intervene at a fixed date which falls during the black-out period;*
- e) transfers or receives, directly or indirectly, financial instruments, provided that the financial instruments are transferred between two accounts of the person discharging managerial responsibilities and that such a transfer does not result in a change in price of financial instruments;*
- f) acquires qualification or entitlement of shares of the issuer and the final date for such an acquisition, under the issuer's statute or by-law falls during the black-out period, provided that the person discharging managerial responsibilities submits evidence to the issuer of the reasons for the acquisition not taking place at another time, and the issuer is satisfied with the provided explanation.”*

## **ANNEX F**

### **PROXY FORM**

[Location and date]

The undersigned [•], born in [•], resident in [•], Street [•] in his/her capacity as [•]

### **ASKS**

Tinexta S.p.A. (the “**Company**”) to fulfil, on its behalf, the disclosure obligations envisaged by Regulation (EU) No 596/2014 and the Procedure for the fulfilment of the obligations on Internal Dealing adopted by the Company (the “**Procedure**”).

To this end, he/she undertakes to communicate to the Person in Charge, within the terms and conditions indicated in the Procedure, the MAR Significant Transactions subject to communication and to hold the Company harmless against any prejudicial consequence that may derive from breach or delayed or inaccurate compliance with the obligations set out in the Procedure.

Signature of this letter does not excuse the signatory from making the necessary communications to Consob, without prejudice to the latter's commitment to report to the Company, for the purposes of public disclosure, both the MAR Significant Transaction and the intention to fulfill the aforementioned obligations *vis-à-vis* Consob on its own. I, the undersigned, hereby grant my consent, pursuant to Legislative Decree 196/2003 and Regulation (EU) No 679/16 to the processing by the Company of the data requested pursuant to the Procedure, also for the purposes of communications to Consob and to the public as required by the applicable legislation.

Signature

  
  

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