

axélero S.p.A.

PROCEDURE FOR THE MANAGEMENT AND DISCLOSURE OF INSIDE INFORMATION

Procedure for the disclosure of inside information pertaining to axélero S.p.A. (the “Company”) adopted pursuant to applicable regulations and containing provisions governing the management and processing of inside information as well as the rules to be followed in respect of the public disclosure of documents and data concerning the Company and its subsidiaries, with special reference to “inside” information, as defined below, taking due account of, *inter alia*, the regulatory framework implemented to prevent and deter market abuse.

1. 1. INTRODUCTION

- 1.1 This Procedure was adopted by the Company’s Board of Directors on 4 December 2014 and subsequently amended on 6 July 2016, pursuant to applicable regulations, including EU Regulation No. 596/2014 (“**MAR**”) and related Implementing Regulations (the “**Procedure**”).
- 1.2 The Procedure regulates the management of inside information pertaining to axélero S.p.A. (the “**Company**”) and the undertakings directly or indirectly controlled by the same (collectively the “**Subsidiaries**”) and is designed to ensure that the aforesaid information is publicly disclosed in an appropriate manner, in compliance with the principles of transparency and truthfulness, taking due account of, *inter alia*, the regulatory framework implemented to prevent and deter market abuse.
- 1.3 The Procedure also regulates the management of the reporting of confidential and inside information within Company’s internal flows of information.

1. 2. DEFINITIONS

Capitalised terms and expressions shall be construed in accordance with the following definitions:

“**Chief Financial Officer**” means the head of the related corporate function of the Company.

“**Board of Statutory Auditors**” means the Company’s Board of Statutory Auditors as appointed from time to time.

“**Board of Directors**” means the Company’s Board of Directors as appointed from time to time.

“**Collaborators**” means any and all the individuals serving the Company pursuant to term contracts, project-specific service agreements, or agency contracts.

“**Subsidiaries**” means any and all entities controlled by the Company within the meaning of Article 2359 of the Italian Civil Code.

“**Employees**” means any and all of the Company’s employees who are not included among Insiders.

“**Group**” means the Company and its Subsidiaries.

“**Confidential information**” means any and all corporate information that could reasonably be deemed to feature all the characteristics to become inside information under applicable regulations, but that still fails to meet one or more the requirements imposed under the said regulations for qualifying as inside information.

“**Inside Information**” shall comprise, pursuant to applicable regulations and in accordance with Article 7 of MAR, information of a precise nature, which has not been made public, relating, directly or indirectly, to the Company or to one or more financial instruments of the latter, and which, if it were made public, would be likely to have a significant effect on the prices of those financial instruments or on the price of related derivative financial instruments.

Within the meaning and for the intents and purposes of the applicable regulations and in accordance

with Article 2, paragraph 2, of MAR, information shall be deemed to be “of a precise nature” *“if it indicates a set of circumstances which exists or which may reasonably be expected to come into existence, or an event which has occurred or which may reasonably be expected to occur, where it is specific enough to enable a conclusion to be drawn as to the possible effect of that set of circumstances or event on the prices of the financial instruments or the related derivative financial instrument [omissis]...”*. *“In this respect in the case of a protracted process that is intended to bring about, or that results in, particular circumstances or a particular event, those future circumstances or that future event, and also the intermediate steps of that process which are connected with bringing about or resulting in those future circumstances or that future event, may be deemed to be precise information”*.

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

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

“Insiders” means:

- (a) the members of the Company’s Board of Directors and Board of Statutory Auditors;
- (b) persons discharging managerial responsibilities within the Company and executives who are afforded ongoing access to inside information and who are vested with authority to take management decisions that could impact the Company’s future development and prospects; as well as any and all persons who, by reason of their rank and position within the Company, attend Board meetings with regards to all inside information pertaining to the Issuer;
- (c) persons falling within the scope of points (a) and (b) above in respect of an undertaking directly or indirectly controlled by the Company, provided that the book value of the related equity interest held by the Company exceeds 50% (fifty percent) of the Company’s assets as per the Company’s most recently approved financial statements.

“Financial Instruments” means the financial instruments issued by the Company and admitted to trading on the AIM Italia market.

“TUF” means Legislative Decree No. 58 of 24 February 1998 (Consolidation Law on Financial Intermediation).

“Insider Register” means the Register of Persons with access to inside information, maintained by the Company pursuant to applicable national and European regulations.

3. RECIPIENTS OF THE PROCEDURE

- 3.1 The Procedure is addressed to all Insiders, Employees, Collaborators and “outside” persons and parties entered in the Insider Register, and sets forth provisions regulating the management and processing of Inside Information, as well as the public disclosure of documents and data, especially Inside Information, pertaining to the Company.
- 3.2 Under the applicable national and European regulatory framework, the Company is required to disclose Inside Information as early as possible upon the coming into existence of a set of circumstances or the occurrence of an event, albeit not yet formalised, in accordance with the procedures established under the aforesaid regulatory framework and Article 11 of the AIM Italia’s Rules for Companies.
- 3.3 The Company shall, as early as possible, proceed with public disclosure of any and all Inside Information pertaining directly to the Company or its Subsidiaries, in accordance with the disclosure procedures imposed under applicable regulations, to enable quick public access as well as a prompt, proper and complete assessment of the Inside Information, whilst ensuring that the public disclosure of the said Information is not associated with marketing initiatives.
- 3.4 The Company shall impart written instructions to its Subsidiaries to promptly provide all the data

required to ensure compliance with the reporting and disclosure obligations imposed under AIM Italia's Rules for Companies and applicable national and European regulations.

- 3.5 The Directors, the members of the Board of Statutory Auditors and any and all other individuals who take part in, speak at, or in any event, attend meetings of the Company's Board of Directors, Board of Statutory Auditors and/or Board Committees, if any, shall be bound to treat with the utmost confidentiality, any and all documents and information (including Inside and Confidential Information) that may fall into their possession in the course of the discharge of their assigned tasks and duties, at least until the said documents and/or information are publicly disclosed by the Company in the manner and form established under this Procedure.
- 3.6 All Company Employees and Collaborators (including executives) shall treat with the utmost confidentiality any and all the documents and information (including Inside and Confidential Information) that may fall into their possession in the course of the discharge of their assigned tasks and duties, at least until the said documents and/or information are publicly disclosed by the Company in the manner and form established under this Procedure. More specifically, Company Employees and Collaborators are bound to process the said documents and information exclusively within the framework of authorised channels and to implement any and all other precautions designed to ensure that the confidentiality of the documents and/or information in question is not compromised through the disclosure of the said information within the confines of the Company. Moreover, Company Employees and Collaborators who become aware of Inside Information are obliged to immediately report the said information to the Chairman and/or Chief Executive Officer.
- 3.7 The contents of any and all disclosures to be made through media and other channels of communication (including, without limitation, through press releases, interviews, talks at conferences, etc.) or otherwise, to financial analysts, institutional investors, and more generally, shareholders, shall be subject to express prior approval and authorisation issued by the Company Chairman and/or Chief Executive Officer, after hearing the opinion of the Chief Financial Officer.

4. **INSIDER REGISTER**

- 4.1 In compliance with all applicable national and European regulations in force from time to time, the Company shall set up a register of persons with access to the Inside Information (the "**Insider Register**") under the responsibility of the Chief Financial Officer (the **Person in Charge of the Insider Register**").
- 4.2 The Insider Register is managed by the Company, which may outsource the maintenance of the same to a third-party service provider.
- 4.3 The Insider Register must include the personal data of any and all persons who: (i) are afforded access to Insider Information; (ii) serve the Company in any professional capacity whatsoever (whether pursuant to an employment contract or otherwise); (iii) must be afforded access to Inside Information in order to properly discharge their assigned tasks and duties (as in the case of, for instance, consultants, accountants or credit rating agencies).
- 4.4 As contemplated under applicable national and European regulations, the Insider Register is maintained in digital format, and fully complies with the template provided in Commission Implementing Regulation (EU) 2016/347 dated 10 March 2016.

More specifically, the Insider Register is designed:

- (A) to record with absolute certainty, the date of each annotation, modification or deletion of any of its entries;
- (B) to ensure full data security in respect of its contents;
- (C) to provide a readily accessible and easily readable trace of entries, even after they have been modified and/or deleted;
- (D) to record the date and time of each access to its entries; and
- (E) to ensure online accessibility of its content with the implementation of appropriate data security

measures.

The Insider Register is divided into two separate sections: i) a section for each piece of Inside Information, where a new section is created each time a new piece of Inside Information is generated (the “**Occasional Section**”) and (ii) an additional section containing the personal data of the individuals afforded ongoing access to any and all Inside Information (the “**Permanent Section**”).

The Insider Register records, at the very least, the following data in respect of each registered insider:

- (A) the date of registration;
- (B) personal data and the reasons for which the person has been afforded access to Inside Information ;
- (C) the type of relationship between the registered insider and the Company and/or its Subsidiaries;
- (D) the Company to which the registered insider belongs;
- (E) date of notification of inclusion in the Insider Register;
- (F) date of modification of Insider Register entries;
- (G) date of notification of the modification of Insider Register entries;
- (H) date of removal of an individual or a piece of Inside Information, from the Insider Register;
- (I) date of notification of removal from the Insider Register.

- 4.5 The Chief Executive Officer and/or the Chairman of the Board of Directors shall identify, in consultation with the Person in Charge of the Insider Register, the persons who, by reason of their assigned tasks and duties, are afforded ongoing access to Inside Information, and must consequently be included in the Permanent Section of the Insider Register, specifying the reasons for such inclusion. The personal data of the persons entered in the Permanent Section are not accessible via any of the Occasional Sections.

Moreover, any and all persons entered in the Permanent Section are obliged to disclose to the Company, from time to time, the names of the persons serving on their secretarial staff as well as the names of any and all of their other collaborators who stand in a position that affords them access to Inside Information, so that the said persons may also be entered in the Permanent Section.

- 4.6 The Chief Executive Officer shall, in consultation with the Chief Financial Officer, identify the persons and parties to be entered in the Occasional Section of the Insider Register.
- 4.7 Updating of the Insider Register shall be promptly ordered by the Chief Executive Officer who, in undertaking related tasks, shall avail of the support of the Chief Financial Officer, in accordance with applicable regulations, on the basis of timely reports submitted by persons aware of Inside Information.
- 4.8 The Person in charge of the Insider Register shall, through the third-party service provider, promptly forward specific notice (the “**Notice**”) informing any and all persons concerned not only of the fact that they have been entered or removed from the Insider Register, and of any and all other changes brought to Insider Register entries that could potentially affect them, but also of the duties and responsibilities that arise from access to Inside Information, and of related disciplinary measures. Persons are entered in the Insider Register only after they have been afforded access to Inside Information. Registered insiders are removed from the Insider Register immediately upon public disclosure of the Inside Information to which they are afforded access, or when the said Inside Information ceases to be relevant or useful for any reason or cause whatsoever.
- 4.9 The data pertaining to the Parties are kept in the Insider Register for five years following the date on which the circumstances that warranted the registration or update no longer prevail.
- 4.10 The Person in Charge of the Insider Register shall promptly make the Insider Register available, in whole or in part, to the Competent Authority, upon request.
- 4.11 Responsibility for maintaining the Insider Register lies with the Person in Charge of the Insider Register.

5. ASSESSING THE PRICE-SENSITIVITY OF DATA TO BE CLASSIFIED AS INSIDE INFORMATION AND PROCESSING OF INSIDE INFORMATION

- 5.1 The heads of corporate departments and/or divisions as well as the managing directors of the Company and of Group companies, must give the Chairman of the Company's Board of Directors and/or Chief Executive Officer, as well as the Chief Financial Officer, prompt notice of any and all information pertaining to the Company and/or Group companies, that in their opinion is potentially price-sensitive, as well as of any and all Price-sensitive Events (as defined in Article 7 below) that they may become aware of in the discharge of their assigned tasks, duties and/or functions. Similarly, Company Employees and Collaborators are bound to report to their managers any and all information that, in their opinion, is potentially price-sensitive, as well as any and all Price-sensitive Events (as defined below) that they may become aware of in the course of the discharge of work-related tasks and duties.
- 5.2 Ultimate responsibility for assessing the price-sensitivity of information to be classified as inside information and for consequently discharging all related reporting obligations imposed under the AIM Italia's Rules for Companies and applicable national and European regulations, lies with the Chairman of the Company's Board of Directors and/or Chief Executive Officer, who, in undertaking related tasks, shall avail of the support of the Chief Financial Officer.
- 5.3 Responsibility for the processing of Inside Information lies with the Chairman and/or Chief Executive Officer, and in the absence thereof, with the Chief Financial Officer. Responsibility for the processing of Inside Information automatically entails assumption of the role of Person in Charge in respect of Inside Information (the "**Person in Charge**").
- 5.4 The Person in Charge shall process Inside Information solely through authorised channels and shall ensure that Inside Information is reported and disseminated within the Company and the Group in a manner that ensures that its confidentiality remains unbreached.
- 5.5 All Insiders, Employees and Collaborators who are afforded access to Inside Information by reason of their position or role within the Company or Group, are bound to refrain from disseminating or disclosing any such information in any manner or form whatsoever to persons who have no need to be aware of such information for work-related purposes within the Company or Group.

6 EXCLUSIONS

- 6.1 The Company may disclose Inside Information to third parties to the extent necessary to enable the latter to properly discharge their professional and/or work-related tasks, provided that the said third parties are bound under confidentiality obligations in such regard pursuant to legal, statutory or regulatory provisions, or contractual commitments.
- 6.2 Any and all of the aforesaid disclosures may be made only subject to submission by the third parties in question of a specific attestation certifying their awareness of the fact that they shall remain barred from trading any of the Financial Instruments on AIM Italia until the Inside Information disclosed to them in confidence is rendered public pursuant to the AIM Italia's Rules for Companies and applicable national and European regulations.
- 6.3 The Person in Charge shall publicly disclose the information in question immediately upon the emergence of any suspicion that the confidentiality of the same has been or is likely to be breached, potentially entailing significant repercussions on the market price of the Financial Instruments.

7 EVENTS POTENTIALLY GIVING RISE TO PRICE-SENSITIVE INFORMATION

- 7.1 If the Company decides, directly or through third parties, to engage in market sounding, i.e. to disclose information to one or more potential investors prior to the announcement of a transaction, in order to gauge the interest of potential investors in a possible transaction and the conditions relating to it (potential size, pricing, structure of the transaction, etc.), before proceeding with the same, the person conducting the market sounding shall:

- (a) assess whether that market sounding will involve the disclosure of Inside Information;
 - (b) make a written record of its conclusion and the reasons therefor;
 - (c) obtain the consent of the person receiving the market sounding to receive Inside Information and inform the same that (i) they are prohibited from using that information, or attempting to use that information, by acquiring or disposing of, for their own account or for the account of a third party, directly or indirectly, financial instruments relating to that information, (ii) they are prohibited from using that information, or attempting to use that information, by cancelling or amending an order which has already been placed concerning a financial instrument to which the information relates, (iii) by agreeing to receive the information they are obliged to keep the information confidential.
 - (d) provide such written records to the competent authority upon request;
 - (e) update the written records relating to the market sounding;
 - (f) retain all information given to the person receiving the market sounding, including the identity of the potential investors to whom the information has been disclosed, including but not limited to the legal and natural persons acting on behalf of the potential investor, and the date and time of each disclosure;
 - (g) keep the records relating to the market sounding for 5 (five) years.
- 7.2. Where information that has been disclosed in the course of a market sounding ceases to be Inside Information according to the assessment of the person that has disclosed the same, the latter shall notify the person who has received the aforementioned information as soon as possible.
- 7.3. Disclosure of Inside Information by a person intending to make a takeover bid for the securities of a company or a merger with a company to parties entitled to the securities, shall also constitute a market sounding, provided that the information is necessary to enable the parties entitled to the securities to form an opinion on their willingness to offer their securities and the willingness of parties entitled to the securities to offer their securities is reasonably required for the decision to make the takeover bid or merger.”

Latest amendment by inserting a paragraph on market soundings - BoD 29 January 2018

9. DISCLOSURE OF INFORMATION PERTAINING TO THE COMPANY AND/OR ITS SUBSIDIARIES

- 9.1 Pursuant to applicable regulations, the Company shall proceed, as early as possible, with public disclosure of Inside Information directly pertaining to the Company and/or its Subsidiaries (in the event where such disclosure is expressly required under prevailing regulations), in the manner and form required under the applicable regulatory framework, with a view to enabling quick public access as well as a prompt, proper and complete assessment of the information, whilst ensuring that the public disclosure of the said Insider Information is not associated with marketing initiatives.
- 9.2 The Person in Charge shall liaise with the media, professional investors, financial analysts and shareholders, on the Company’s behalf, availing of the staff of the Company’s Chief Financial Officer. Disclosures of information to any and all of the aforesaid parties must, in any event, be complete, timely and adequate, so as to avoid information asymmetry amongst investors and prevent the coming into existence of any set of circumstances that could in any way affect market prices within the meaning of applicable national and European regulations.
- 9.3 Should third parties request Insiders to disclose non-confidential information, data and/or documents pertaining to the Company or its Subsidiaries, such Insiders shall require the Person in Charge’s authorisation in such regard, and receive prior written approval and authorisation to the disclosure of said information.
- 9.4 In the case where the information in question is classifiable as Inside Information, any and all public disclosures thereof may be undertaken solely by the Person in Charge who, acting in concert with the Chief Financial Officer, and having heard the opinion of Nomad, may opt to subject specific pieces of information that do not qualify as Inside Information to the disclosure requirements imposed under Article 11 (second part) of AIM Italia’s Rules for Issuers, as well as applicable national and European regulations on the disclosure of Inside Information, giving notice thereof to all the persons and parties concerned.

- 9.5 Press releases shall be issued by the deadlines and in the manner and form, including with regard to digital format, established under applicable regulations, and AIM Italia, Consob and Borsa Italiana S.p.A. Rules.
- 9.6 In any event, the Chief Financial Officer must be given prompt notice of any and all rumours or other circumstances that could entail reporting and disclosure obligations towards financial markets.

10 DELAYED DISCLOSURE

- 10.1 In departure from the provisions of Article 9 above, the Company may, on its own responsibility, delay disclosure to the public of Inside Information provided that all of the following conditions are met:
- a) immediate disclosure is likely to prejudice the legitimate interests of the Company;
 - b) delay of disclosure is not likely to mislead the public;
 - c) the Company is able to ensure the confidentiality of that information.
- 10.2 In the case of a protracted process that occurs in stages and that is intended to bring about, or that results in, a particular circumstance or a particular event, the Company may on its own responsibility delay the public disclosure of Inside Information relating to this process, subject to compliance with the conditions established in the paragraph 10.1 above.
- 10.3 The Chairman and/or the Chief Executive Officer shall determine whether or not the conditions for delayed disclosure are met, as well as whether or not it is necessary or useful to avail of delayed disclosure.
- 10.4 In case of delayed disclosure of Inside Information under this Article, the Chairman and/or the Chief Executive Officer shall inform CONSOB that disclosure of the information was delayed (by sending an e-mail to consob@pec.consob.it — from a certified e-mail address — or through other procedures established by CONSOB in subsequent provisions) and shall provide a written explanation of how the conditions set out in paragraph 10.1 above were met, within the terms and conditions provided for by applicable regulations.
- 10.5 Should the confidentiality of Inside Information subjected to delayed disclosure pursuant to this Article 10, be breached, the Company shall immediately proceed with the public disclosure of the Inside Information in question, in accordance with the applicable provisions of Article 9 above. Confidentiality shall be deemed to be breached in the event of a market rumour pertaining specifically to a piece of Inside Information subjected to delayed disclosure, provided that the said rumour is sufficiently accurate to suggest that the confidentiality of the information in question is no longer intact.

11. BREACHES

- 11.1 Pursuant to AIM Italia's Rules for Companies and applicable national and European regulations, non-compliance by Insiders with the provisions of this Procedure could entail a breach of the Company's obligations as an issuer of financial instruments admitted to trading on the AIM Italia market, and accordingly, expose the Company to the penalties imposed for the abuse of price-sensitive information and market abuse under Legislative Decree No. 58/98 as further amended, as extended and applicable to the AIM Italian market, as well as under MAR and related implementing provisions.
- 11.2 Should the Company stand accused to breaches of AIM Italia's Rules for Companies or other statutory or regulatory provisions (each a "**Breach**"), as a result of non-compliance by Relevant Persons, with the provisions set forth in this Procedure, the Company reserves the right to take legal action for relief in the form of an order requiring the Insiders involved to indemnify and hold the Company harmless for and from any and all related costs, expenses, charges or liability to the full extent contemplated under law, as well as to claim additional damages.
- 11.3 Authority to take action in respect of breaches hereof, vests in the Company's Board of Directors.
- 11.4 In the event of breaches hereof by:

- (a) a member of the Board of Directors, the Board member in question shall be barred from attending the Board meeting called to determine the existence and seriousness of the alleged breach, as well as the action, if any, to be taken in such regard;
- (b) a majority of the members of the Board of Directors, authority to investigate the matter and take appropriate action in such regard shall be deemed vested in the Board of Statutory Auditors;
- (c) an Employee of the Company, the breach may be deemed to constitute misconduct deserving of disciplinary action, including dismissal, in the most serious cases.