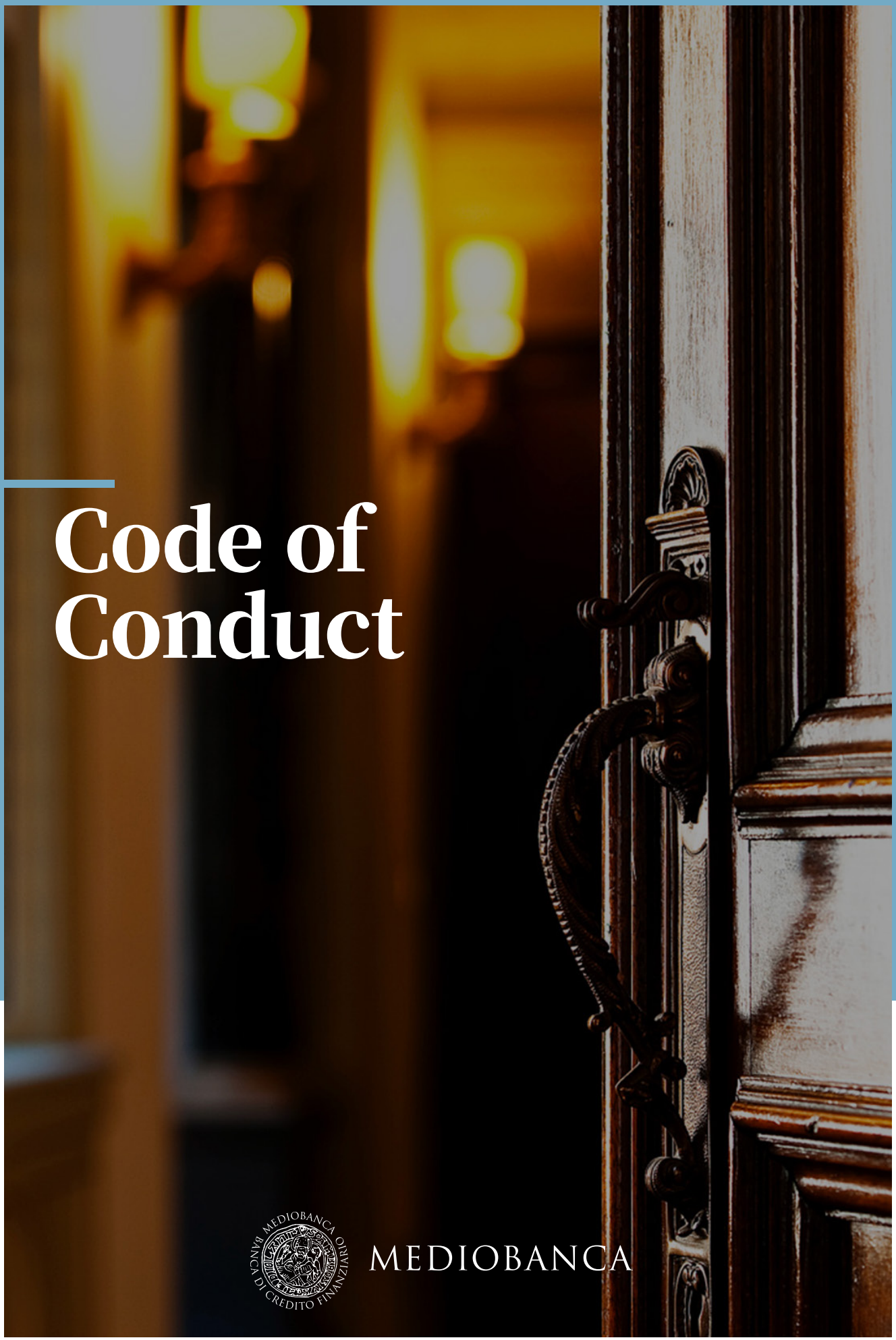

Code of Conduct

MEDIOBANCA

Summary

1. The Code of Conduct: a shared commitment

The Code of Conduct sets out, along with the Code of Ethics, the fundamental principles on which the Mediobanca banking Group's (the "Group") reputation is based and the values which underlie its everyday operations. Further, it describes the standard of conduct required of all Mediobanca's staff and collaborators (the "Recipients").

Approval and publishing

The Mediobanca Board of Directors approves the Code of Conduct of Mediobanca's staff and collaborators and its significant updates. The Group companies adopt their own Code of Conduct, consistent with the core values and principles listed in the first two sections of this document, while further sections may be customised according to their own operations.

All interested parties are notified via e-mail upon the Code of Conduct's publication on the company's intranet, along with the relevant internal regulations.

Individual responsibility

All Mediobanca's staff and collaborators, including suppliers and consultants (the "Recipients"), must familiarize themselves with the Code of Conduct and have their behaviour driven by the principles and values set out herein.

Recipients must also:

- comply with external and internal regulations which are applicable to their own activities or position;
- attend to all the educations initiatives undertaken by the Bank on relevant regulations;
- foster the spreading of an ethical culture by being a positive model for colleagues;
- report promptly any breach and co-operate with any in-depth inquiries.

The heads of organizational units must ensure that Recipients under their supervision act under the highest ethical and professional standards. If they do not carry out their powers of supervision with due care, they may be held jointly responsible for the breaches committed by their own staff.

Reporting breaches

If Recipients believe in good faith that there has been a breach of the Code of Conduct or that there is a concrete risk of such a breach occurring, they are bound to report the matter promptly to their own line manager and/or via one of the dedicated internal channels (shown in the next sections). Such reports are analysed swiftly and dealt with confidentially, ensuring the whistle-blower is not subject to discrimination or retaliation as a result.

The Bank has set up a dedicated channel, available by writing to **segnalazioni@mediobanca.com**, for reports on problems with the organizational structure and internal control systems, irregularities in the Bank's operations and breaches of the regulations governing banking activity.

Some regulatory authorities have also implemented channels to collect reports coming from regulated entities' staff and collaborators.

Q. **Do I have to report breaches referred to other Bank's divisions or other Group companies?**

A. Yes, since unprofessional and unethical conduct may jeopardise the trust placed in the Group by its customers and the other stakeholders, as well as entailing possible legal consequences.

Q. **What should I do if a colleague asks for my support in an activity which in my view is contrary to the Code of Conduct?**

A. All the Recipients are bound to refrain from any conduct which is potentially contrary to the Code of Conduct and to report promptly any critical issues via the channels which the Group has instituted for this purpose, keeping the report confidential without involving any other colleague.

Duty to co-operate

Authorities or internal control units may perform audits or inquiries to examine potential breaches of internal or external regulations.

If the Recipients are involved in these inquiries, they must co-operate with the utmost transparency, providing truthful, complete and accurate information. When dealing with the authorities, they also must:

- ensure the utmost confidentiality to the authorities' requests and to issues discussed at any meetings;
- avoid comments or judgments based on personal impressions or unrelated to their own sphere of operations;
- not seek nor offer advantages of any kind to obtain favourable treatment;
- inform promptly whichever unit is responsible, from time to time, for co-ordinating relations with the authority;
- promptly inform the unit in charge of coordinating relations with the authority of any request, abide by any instructions given by that unit and draw up minutes of any meeting with the authority.

Q. **I received a call from a regulatory authority regarding inquiries into a transaction which I closed with a client. May I answer their questions?**

A. Yes, but only if you involve the internal units responsible for relations with authorities (e.g. internal control units or specialized units). You shall also pay attention to frauds attempted by persons pretending to be public officials, especially through phone calls.

Consequences of breach of the Code of Conduct

The Code of Conduct is an integral part of the internal regulations which every Recipient is bound to comply with, including in accordance with their own employment or collaboration contract.

Breach of the Code of Conduct and of the internal regulations may impact variable remuneration and result in the application of disciplinary sanctions commensurate with the seriousness, the extent (including whether the infringement is repeated) and the external relevance of the breach committed, up to and including dismissal. If the Recipient's conduct constitutes unlawful behaviour, this will be also reported to the relevant authorities.

TO FIND OUT MORE

Organization, management and control model (pursuant to article 6 of Italian legislative decree 231/2001), Mediobanca Group Code of Ethics, Company Code of Discipline, Staff management policy, Group Policy on whistleblowing, Group Directive on Abusive Behaviour, Bullying and Harassment, Directive on fraud, Group Directive on compliance breaches, Directive on dealing with the public administration.

2. Core values of the Group

The Group fosters an ethical culture based on the values of proper conduct, professionalism, customer care and responsibility. To share these values means to honour the trust that has been placed in the Group and to preserve its excellence.

Compliance with the values upon which the corporate culture is based have allowed the Group to develop a unique reputation in Italy and a prominent reputation at an international level.

PROPER CONDUCT	PROFESSIONALISM
Act in accordance with the letter and spirit of the external and internal regulations.	Improve your professional skills on an ongoing basis.
Do not compromise integrity and honesty to achieve an economic goal.	Foster an open and inspiring working environment which nurtures talents.
Maintain loyal and honest relations with all interlocutors.	
CUSTOMER CARE	**RESPONSIBILITY**
Offer clients an outstanding service which anticipates market trends.	Consider the economic, social and environmental impact of your decisions.
Do your job considering the client's best interest as your top priority, earning and preserving their trust.	Protect and enhance continually the Group's reputation.
Ensure the utmost secrecy to confidential information.	

Proper conduct

Proper conduct means always doing the right thing and never compromising to achieve an economic interest.

The Code of Conduct provides guidance on many critical aspects of our working activity, but it is not meant to be an exhaustive guide on each of the Group's regulatory obligations. It expresses the core values and fundamental principles of the Group's compliance culture. Therefore, if the Recipients are facing a situation that is not expressly addressed by the Code of Conduct and other internal regulations , they shall ask themselves the following 5 questions to determine which is the proper course of action:

- Is it compliant with external and internal regulations?
- Is it compliant with the principles set out in the Code of Ethics?
- Am I sure it could not be perceived as inappropriate or unprofessional?
- Am I ready to take responsibility for the consequences of my actions?
- Am I sure it could not cause damage in any way, including reputational, to the Bank or its stakeholders?

If the answer to each question is positive, you may go on with your action. However, if even only one answer is negative, the behaviour could breach the Code of Conduct.

If Recipients have any doubts, they may contact Compliance Unit to support them.

Professionalism

Professionalism means improving your professional skills on an ongoing basis. To achieve this, Recipients must understand and comply with internal regulations applicable to their area of operations, complete promptly education initiatives planned by the Bank and ensure that they satisfy requirements and certifications required under external regulations for their position.

Professionalism also develop thanks to an inspiring working environment that values individual skills, imbued with mutual trust and cooperation and based on respect for everyone's personality and dignity. Therefore, Recipients shall promote a working environment open to discussion and diversity, free from any discrimination or retaliation.

Customer care

The Group makes customers its first priority, therefore Recipients shall at all times ensure that customers take free, informed and aware decisions and that the services and products offered satisfy their needs.

Recipients shall prevent or manage, by protecting their clients' interests at best, potential conflicts of interest, even if only apparent, which may raise upon their working or personal activities.

Recipients shall treat customer information with confidentiality, guaranteeing its integrity and preventing its destruction or dissemination.

Responsibility

The Group respects the cultures which are present in the countries where it makes business and wishes to contribute to their economic and social development through its business activities. By adhering to the Global Compact and Responsible Banking principles promoted by the United Nations, the Group upholds and applies fundamental principles about sustainable development, human rights, working standard, environment protection and fight against corruption and tax evasion, with the aim of creating an economic, social and environmental framework fostering a healthy and sustainable economy. By supporting volunteering initiatives, we are providing a service to our communities and we encourage our Recipients to do the same, by supporting their commitment.

Within the general compliance to Global Compact principles, the Group pays specific attention to diversity and inclusion issues, with the aim of promoting each individuality in a long-term sustainable growth perspective.

Recipients shall therefore be aware of the risks that their actions may entail, also in the long term, and be able to manage them properly. These risks include social, environmental, and reputational risks, which may also stem from personal activities.

TO FIND OUT MORE

Group Policy for managing non-compliance risk, Group Sustainability Policy, ESG Group Policy.

3. Protecting the customer's best interests

The Bank obtains the customers' trust by focusing on the protection of their best interests in the long period and by trying to anticipate their needs with an excellent array of products and services. All customer relationships are driven by the general principles of diligence, proper conduct and professionalism.

Transparency is at the heart of Mediobanca's relations with its customers. Recipients shall at all times pay the utmost attention to their customers' interests, show proper care and professionalism, and comply with all applicable internal and external regulations.

Marketing and communication towards customers

Recipients shall provide potential customers with clear, correct and exhaustive information on products and services to allow them to make informed and aware decisions. Therefore, Recipients shall be familiar with all the products and services that may be offered.

Information shall be rendered in plain language well in advance of any formal agreement and shall allow the customer to understand clearly the features of the product/service, its risk, price and components thereof and its expected performance.

Recipients shall not provide any information that is untrue or able to deceive potential customers on the characteristics of the product/service. They shall not guarantee future results nor investment performances, save where these elements are defined in the contracts.

Recipients shall promptly inform their line manager of any fraud, even attempted, against customers or third parties and line managers shall involve Group Audit Unit for relevant in-depth analyses.

Q. **May I provide to the customer (or prospect customer) all the information on the products and services, but without providing them with the dedicated documents drawn up by the Bank? Or provide the information only after the customer makes a transaction?**

A. No, as information on products and services shall be rendered to the customer in advance and by using the documents drawn up by the Bank, to allow them to take an informed decision. The contents of the documents provided to the customer in a durable medium are to be described to them also by the banker with a clear and detailed explanation.

Product manufacturing

When manufacturing a product, Recipients shall analyse its features to define the type of clients to whom the product may be offered or recommended (so-called target market) and a consistent distribution strategy.

The target market shall be defined taking into account the customers' interests, objectives, characteristics and the financial skills and literacy.

Relevant documents for each product shall include clear and exhaustive information on the product's feature, pricing mechanisms and risks, including potential conflicts of interest.

Manufactured products shall be subject to monitoring, to ensure that they satisfy the target market's interests on an on-going basis and to adopt any action that may be necessary to prevent damages to customers from happening.

Product/service sale and distribution

Recipients, especially when dealing with retail customers and when investment advice is provided, shall have a thorough knowledge of the customers' characteristics and objectives, on a short and long term, to be able to offer at all times the best products to satisfy them. Recipients shall also comply with the target market and distribution strategy which have been defined by the manufacturer.

Recipients shall not in any case offer products or services which are not suitable for their customers.

Information contained in the relevant documents shall be provided well in advance of any formal agreement, to allow the customer to take an aware and informed decision and to compare different alternatives.

Recipients shall monitor distributed products to ensure that they satisfy the target market's interests on an on-going basis and adopt any action that may be necessary to prevent damages to customers from happening.

Q. **May I direct the customer on how to fill out the MiFID questionnaire, or provide them with a pre-filled form, so as to make the subscription of risky and complex products possible?**

A. No, you shall help the customer (also using the pre-profiling document) to understand the purpose of each question, with the aim of ensuring that their answers are aligned with their objectives and needs and with their actual financial knowledge. You must not in any case replace the customer in filling out the questionnaire.

Third-party manufacturers and distributors

When a third party manufactures the product (to be distributed by Mediobanca) or distributes the product (manufactured by the Bank), Recipients shall check such third party's reputation, experience and internal procedures before signing any commercial agreement. These agreements shall require information flows between the third party and the Bank and the compliance by each party with the relevant regulatory obligations.

Investment advice

When providing investment advice to customers, Recipients shall collect and assess enough information to

be able to provide recommendations that are suitable to the customer's specific knowledge and experience, financial situation (including ability to bear losses and risk tolerance) and investment objectives. In any case, transactions which are not suitable for the customer shall never be recommended.

Costs, charges and inducements

When providing investment and ancillary services, Recipients shall provide the clients with information on the applicable costs and charges, and on inducements received/given from/to subjects other than the client. Recipients shall also provide the client with the costs of products either recommended or offered for sale.

Usury

The customers' best interests shall not be jeopardised to achieve a greater economic return. Regulations sets detailed limits to interest rates that may be applied to loan towards customers.

Customer requests and complaints

During the relationship with customers, Recipients shall be available to answer to any information or clarification requests from customers on products/services bought in a clear and prompt manner.

If a customer is dissatisfied with the product/service and files a complaint, also in an informal way, Recipients shall immediately inform competent units and comply with any instruction received. Complaints shall be managed in a professional manner and will be considered an opportunity to further improve and to increase customers' trust and satisfaction.

Cross-border services

Cross-border provision of services (to customer residing in a country different from the Bank or from one of its international branches) may trigger regulatory requirements set by the country where the customer resides. Before marketing and providing specific services or instruments, Recipient shall ensure that the Bank is authorised to perform its business activity also in the country where the customer resides and comply with such country's relevant regulations.

TO FIND OUT MORE

Policy on business conduct and related risks; Group Policy on transparency in relations with clients; Group product governance policy; Group ESG Policy; Group Policy on investments for wealth management customers; Mifid II - Product Governance Directive; Directive on disclosure of costs and expenses; Directive on Clients-Products Matrix For Conduct Risk; ; Execution and transmission Strategy; Directive on dealing with the public administration; Know your distributor – know your manufacturer Directive; Directive on fraud; Directive on safeguarding clients assets; Directive on responsible investing; Directive on controls of prices charged to clients in financial transactions; Directive on cross-selling practices; Organizational procedures.

4. Protection of information

Protecting data we process on Mediobanca, Recipients, customers or counterparties secret is key to the Bank's success, as destruction, disclosure of or unauthorised access to such information may create significant economic or reputational damages.

Anytime the Recipients access, record, transfer, delete or disclose information, they must take great care to protect such data from rom unauthorized destruction, loss, modification, access, and disclosure.

Information security

Most information is processed through IT instruments, therefore some important principles must be followed to grant security to such data.

The only authorised channel to process data is the Bank's IT systems (including the corporate mail address). Corporate systems and devices shall be used only for professional purposes, while personal devices are not to be used to process information for professional purposes.

Each communication that travels on the Bank's systems shall comply with the principles set out in this Code of Conduct. Since all information is transmitted through corporate IT systems, the Bank is allowed – within the limits set by applicable regulations – to record such communications and analyse transmitted data.

Recipients shall store and use their credentials to access IT systems as prescribed by internal regulations, and block their corporate devices (computers and smartphones) when they are temporarily away from them. Further, they shall follow any guidance provided by the Bank in order to protect data from external threats.

Q. **May I use my corporate e-mail address also for personal purposes?**

A. No, corporate IT systems shall be used for professional purposes only. However, internet and web-mail services use for personal purposes is tolerated, as long as it does not interfere with you regular working activities and you comply with the Code of conduct principles.

Q. **A person who says to work for the Service Desks is requesting personal or confidential information (e.g. login credentials to the corporate mailbox or to a corporate application) from me. May I satisfy their request?**

A. No. It is forbidden to provide login credentials to anyone, including Service Desk personnel. If someone asks them from you, you shall reach Service Desk through the official channels and the relevant units as prescribed by the internal regulations.

Protection of confidential information

Confidential information includes anything that is not generally known to the public on Mediobanca, the Recipients themselves, customers and other counterparties.

Recipients shall process confidential information only when authorised by applicable regulations or by an agreement with the data subject.

Recipients shall protect confidential information from the moment when it is created or received until the moment when it becomes public or is destroyed and shall process it only within authorised channels. In particular, Recipients:

- shall process confidential information only for purposes connected with their business activity and process only the minimum amount information necessary to achieve these purposes;
- shall not process confidential information when there is the risk of unintentional disclosure to third parties (e.g. in public places);
- may communicate confidential information only when required by law, a regulatory authority or an agreement and if the Recipient has a legitimate need to process the information for their professional activity (e.g. other colleagues or advisors);
- shall inform anyone who is aware of the information of its confidential nature and of the duties deriving therefrom beforehand, also requiring that a non-disclosure agreement consistent with the internal standards be signed if the Recipient is outside the Bank;
- shall ensure that confidential documents are held and destroyed in a way which reasonably prevent unauthorised access (e.g. clean desk rule, encrypting a file with a password).

Information shall be processed only through the corporate channels: Recipients shall not use personal e-mail addresses nor online storage services to handle confidential information.

Q. **Can I send working documents to my personal e-mail address, should I need to take part to conference calls during my holidays?**

A. No. Sending confidential information to personal e-mail accounts is forbidden, unless in exceptional cases. Remote access to corporate e-mail accounts is allowed only for Recipients who have personal devices that have been specifically approved.

Q. **A client sends me digital confidential documents. May I store them in a shared folder?**

A. Yes, but the shared folder shall be accessible only to colleagues covering the transaction.

Recipients must inform Compliance unit as soon as they know or have reasonable grounds to suspect that a confidential information has been used or sent without authorisation and they must abide by any guidance received.

Q. **I have been provided by mistake with credentials to access an online folder containing confidential information on a transaction which I am not working on. What should I do?**

A. You must immediately request that your authorisation be revoked from the person who has provided it and you must inform Compliance unit.

Q. **I wrongly sent an email to a client with confidential information on another customer. What should I do?**

A. You shall recall the e-mail if possible. Otherwise, you shall inform the Recipient that information is confidential and request them to delete it immediately. In any case, you must inform immediately Compliance unit, which may request further actions from you.

Inside information

Mediobanca maintains specific lists containing information on all persons who – by reason of their activity or role – have or may have access to information that directly or indirectly regards Mediobanca, other financial instruments issuers, or financial instruments, and which is:

- confidential, but may become inside (watchlists);
- inside information (precise information which may, if made public, would likely have a significant effect on the prices of a financial instrument – insider lists).

The person responsible for the transaction must open such lists promptly, and include anyone having, also potentially, access to the information as soon as possible. Recipients who hold such information (and are therefore inserted in the watch- or insider list) and communicate it to anyone else under the need-to-know principle must inform them about the nature of the information and notify the person responsible for the transaction so as to allow them to include such persons in the list.

Hence, Recipients who receive this information without being notified of the inclusion into a watchlist or an insider list shall promptly get in touch with the person responsible for the transaction to make sure that they have actually been included in the list.

Recipients who are included in a watchlist or in an insider list must not, for their own account or for the account of the Bank or of a third party:

- deal in the interested financial instruments;
- disclose information to third parties outside the normal exercise of their activity;
- inducing other persons to deal in the interested financial instruments.

Q. **May I execute transaction for the Bank's account on financial instruments if I have inside information on them and I have acquired it outside my working activity?**

A. No, because that would amount to insider trading.

Q. **A colleague, who was included in the insider list, has been transferred to a different office. As their involvement in the transaction is not envisaged anymore, may I delete them from the insider list?**

A. No, as the insider list shall include any persons having inside information. Therefore, the colleague has to remain in the list, with indication provided of the date on which they ceased to have access to inside information.

Information barriers

The Bank has set up physical, organizational and IT information barriers to limit the circulation of potentially inside information and to minimise the risk of potential conflicts of interest. The barriers separate:

- private areas, which typically generate or process inside information (divisions offering corporate and investment banking services such as corporate finance, lending and capital markets); and
- public areas, which typically do not process inside information (sales and trading staff, research analysts and private bankers).

Recipients shall ensure, to the extent possible, that allowed contacts between private and public areas are trackable, so as to make their legitimacy easier to demonstrate in case of controls (including inquiries from the authorities).

Q. **I would like to involve a public colleague in an M&A transaction on a listed company. What should I do?**

A. Their involvement is allowed only if it is legitimate and necessary for business purposes, provided that prior approval from Compliance unit is obtained and the colleague is included in the specific list.

Personal data protection

Recipients shall process personal data related to colleagues, customers and counterparties in full compliance with the principles of lawfulness, fairness and transparency. In particular, personal data must be:

- collected and processed for specified, explicit and legitimate purposes;
- kept accurate and up to date;
- retained for no longer than it is necessary for the purposes for which the data are processed;
- processed in a manner that ensures their security.

You may contact the Data Protection Officer (**privacy@mediobanca.com**) for clarifications on personal data protection regulations.

Q. **May I process a customer's personal data with a purpose different than what was declared when I collected them?**

A. No, you may process customers' personal data only within the limits set out by the data protection information notice that has been provided to them.

TO FIND OUT MORE

Regulation governing use of confidential and inside information; Personal data protection Policy; Directive on handling of confidential and inside information; Directive on non-disclosure agreements and mandates; Group Directive information classification and management, Group Directive use of corporate assets; Directive on handling of confidential and inside information; Directive on market sounding activities; Loan trading Directive; Compliance manual – watchlists and insider lists; Group Policy on information security; Group directive on data breaches; Organizational procedures.

5. Market integrity

Mediobanca protects the integrity of financial markets and free competition.

Financial markets integrity

In order to protect market integrity, Recipients:

- must not engage in any conduct that may alter, also in a relevant way, the price of financial instruments (e.g. by fake news or fake trades);
- must strictly abide by the markets which they access to trade and keep an up-to-date knowledge of market rules.

In order to protect the Bank from being inadvertently involved in market manipulation or insider trading made by clients, Recipients shall record and store every order they receive and monitor client trades to detect any suspicious transactions that have to be reported promptly to Compliance unit.

Q. **Through the analysis of trades on stocks that were recently involved in a public tender offer, I find out that a customer has bought many shares before the press release. May I inform them that I have to report the trades and that they may receive requests for clarification from the competent authority?**

A. No. You are forbidden to inform the customer who dealt in the stock, since the report shall be kept strictly confidential.

Q. **A client tells me they know that a stock will be involved in a public tender offer in the coming days and asks me to buy it for their account. Am I allowed to execute the trade?**

A. No. You must report the client's request to Compliance Unit and you must not execute the order.

Anti-competitive practices

Recipients must not, even in agreement with other market participants:

- raise or fix arbitrary prices for products or services;
- rig or fix the amounts of bids made in competitive bidding processes;

- divide up clients, geographical areas, markets or products;
- restrict or cancel the offer of products or services;
- damage the image of a competitor with the general public, or disclose confidential information on a competitor to third parties;
- refuse to engage in commercial relations with specific counterparties.

Generally, Recipients are not allowed to share any sensitive information or information which is property of the Group with competitors if such information is not public (including data on prices, discounts, increases, reductions, clients lists, production costs, quantities, turnover, sales, marketing and investment plans). Such disclosure may be deemed a breach of competition rules and entail fines for the Bank and for the individuals involved.

An example of anti-competitive practice is the use of multilateral chats by traders from multiple banks to exchange information on prices and volumes offered in the pre-auction period and on prices shown to clients or to the market.

Particular attention must be paid to contractual clauses which may restrict the freedom of the customer to enter into contracts with other financial intermediaries, e.g. by granting Mediobanca a pre-emption right in offering the client products/services different from those regulated by the specific agreement.

Personal dealing

In order to prevent personal dealing from entailing, also only apparently, conflicts of interest or use of confidential information, Recipients must not trade for their own personal account:

- in financial instruments issued by companies involved in deals about which the Recipients have confidential or inside information;
- as counterparty to the Bank or to a customer;
- in naked short sales;
- in cryptocurrency;
- in financial instruments with equity content (equity, convertible bonds and derivatives) listed in EU, UK or in issuers with registered office in those territories;
- in Mediobanca instruments close to the approval of regular financial statements;
- for speculative purposes (i.e. buying and selling within less than 15 days);
- if the trades amount to more than 20 in a calendar month;
- in instruments that have been subjected to a temporary trading ban issued by Compliance unit;
- if the trades are able, through personal hedging strategies or insurance policies on salaries or other items, to alter the alignment of remuneration mechanisms with equity content with company risk.

Internal regulations also provide for:

- additional bans which are applicable to categories of Recipients (e.g. research analysts, private bankers, individuals holding posts in listed companies, sales and trading staff);
- an obligation to report allowed personal transactions within 10 working days of the trade.

Personal dealing bans and obligations apply also to related persons (individuals who trade on behalf or to the benefit of the Recipients, who are joint-holders with Recipients, or authorised to trade on accounts held by the Recipients) and to Recipients when they trade on behalf of third parties.

Q. **Can I sell shares of an Italian listed company I bought during a previous working experience.**

A. It is possible to sell the shares, with the prior authorisation by the Compliance Unit.

TO FIND OUT MORE

Organization, management and control model (pursuant to article 6 of Italian legislative decree 231/2001); Regulation governing personal transactions involving financial instruments made by relevant persons; Directive on production and distribution of investment research reports prepared by the Equity Research team; Market Abuse Regulation Compliance Manual; Compliance manual equity research department; Compliance manual – watch lists and insider lists of persons with access to confidential and inside information; Organizational procedures.

6. Managing conflicts of interest

Mediobanca identifies and prevents or manages situations of conflict of interest which may harm the interests of a customer or of the Bank to the benefit of a third party.

It is not acceptable to favour one customer over another.

Recipients must insert all relevant information on business opportunities in which they are involved in the Bank's IT systems, to make potential conflicts of interest detectable in a timely manner. If they are aware of a situation of potential conflict – also of a personal nature – Recipients must report it to Compliance unit immediately and abide by any guidance received.

Based on the materiality of the potential conflicts, the Bank manages them through standard measures (e.g. information barriers, independence of research analysts, separate first level supervision) and additional measures for specific situations. Where the risk of conflict is higher, enhanced approval procedures or specific bans on pursuing the business opportunity are put in place.

In particular, Recipients must not be led by inducements from third parties to place products that are not suitable for the client's knowledge and profile.

Q. **Which are the types of conflicts that come into relevance?**

A. Internal regulations identify potential conflicts that are most likely to happen due to the Bank's business. However, since it is not possible to identify any potential conflicts beforehand, if Recipients think they have found a potential conflict, they shall inform Compliance unit immediately.

Equity research and recommendations on financial instruments

The Bank ensure the independence of research reports and recommendations on financial instruments, also by providing clear information on any relationship between the Bank itself and the issuers involved.

Personal conflicts of interest

Recipients must report any conflicts with personal interests to their line manager and Compliance unit immediately, to allow any necessary measure to be adopted in a proper and timely manner.

Beyond reporting any potential conflicts of interest immediately, Recipients shall also request a prior approval before acquiring any personal interest such as stocks in not-listed companies and positions in companies outside the Mediobanca Group.

Q. **What should I do if a company owned by one of my dearest friends contacts me for a potential business opportunity?**

A. You shall inform your line manager and Compliance unit immediately to assess any potential action to take, since personal relationships with potential customers or counterparties may create conflicts of interest.

Q. **I sit in the board of directors of a company and I have been asked to become their chief executive officer. Shall I request a new approval?**

A. Yes, because a new approval is required anytime a change in a previous personal interest may increase the risk of conflicts of interests or reputational impacts on the Bank happening.

TO FIND OUT MORE

Group Policy for managing conflicts of interest; Investment recommendations Directive; Directive on production and distribution of investment research reports prepared by the Equity Research team; Outside business interests Directive; Trading and research restriction Directive; Regulation for transactions with related parties and their associates; Directive on extending Regulations on Related Parties to employees; Directive on setting up and managing separate teams for lending and derivatives structuring activities; Directive on process of order collection, allocation and post-allocation stages for ECM/ DCM transactions; Directive on the acceptance, preparation and approval of fairness and other opinions; Organizational procedures.

7. Tackling bribery and corruption

Mediobanca acquires and maintains its commercial relationships solely on the basis of its excellent array of services and of the clients' specific needs, and refuses any conduct which is or appears to be aimed at obtaining or offering an improper advantage.

Recipients must not:

- offer or promise – even in an indirect way – money or anything of value to obtain an improper or unjust advantage;
- accept money or anything of value to breach their own duties towards the Bank.

Anything of value includes invitations to events, gifts, donations, travel/lodging/food expenses, fees and job opportunities (including internship and collaboration agreements).

Facilitation payments, which are made to expedite the completion of an administrative process, without affecting its outcome, are also prohibited.

Bribery and corruption risk is also managed by due diligence and supplier selection processes. In particular, to protect the Bank from being indirectly involved in unlawful conduct by third parties acting for the benefit of Mediobanca, introducing agents' reputational profiles shall be analysed during their selection process.

Lastly, when structuring and carrying out transactions and when signing commercial agreements, Recipients shall assess potential legal and reputational risks related to bribery and corruption, also taking into account the reputation and the country of residence of all the parties involved.

Q. **One of my clients recommended his nephew for an internship opportunity in Mediobanca. What should I do?**

A. Internship opportunities (even when unremunerated) fall within the "anything of value" definition, therefore you shall inform Group HR of your link with the candidate and abstain from exerting improper influence in the hiring process.

Gifts

The exchange of gifts during holiday season or upon particular anniversaries is a customary practice that may foster goodwill in business relations.

However, gifts which – due to their features or circumstances – may appear to have been made with

the intent of improperly influencing the independence of judgment and conduct of parties involved, thus exposing the Bank to the risk of breaching anti-bribery applicable regulations, should be avoided.

Specific approval processes shall be followed for gifts whose value exceeds set thresholds or which may present critical issues following a self-assessment test. Particular attention must be paid to gifts to/from the public administration.

Q. **If I wish to pay myself for a gift to one of my clients for his/her birthday, does the internal regulation still apply?**

A. Yes, since if the gift is related to the relationship between you and one of your customers there still are the same bribery and corruption risks.

Q. **A client whom I assisted in the past for a transaction has a bottle of wine – the value of which is about 50€ – delivered to me in August. May I accept it or are authorisations required?**

A. If the outcome of the self-assessment test is that: i) the counterparty does not belong to the public administration, ii) the gift is not received during the course of an ongoing negotiation and iii) no more than two other gifts were received from the same counterparty during the last 12 months, the gift may be accepted without requesting for an authorisation.

TO FIND OUT MORE

Organization, management and control model (pursuant to articles 6 of Italian legislative decree 231/2001); Group Sustainability Policy; Anti-Bribery and Corruption Group Directive; Group gifts Directive; Directive on appointing introducing agents; Directive on dealing with the public administration; UK Bribery Act Compliance Directive.

8. Anti-money-laundering and counter-terrorist-financing

The Bank contributes to safeguarding the economic and financial system by adopting procedures and controls to prevent products and services offered being improperly used to facilitate money laundering and terrorist financing.

Recipients must not take part to or facilitate in any way money laundering or terrorist financing, since this conduct may entail criminal or other sanctions being levied against the Bank or against individual Recipients, as well as reputational impacts.

Therefore, Recipients – before starting any commercial relationship or executing any transaction – shall identify their customers and their beneficial owners (individuals owning or controlling the customer) and collect information requested by the internal procedures to assign them a risk profile that drives intensity and depth of customer due diligence activities under external and internal regulations.

Particular attention shall be paid to starting and managing commercial relationships with parties linked to high-risk jurisdictions, especially if subject to national or international restrictive measures. These regulations indeed set specific limits to allowed transactions and such limits shall be assessed by Recipients and Group AML to ensure the compliance of the intended business activity.

Recipients shall lastly monitor, adopting a risk-based approach, transactions executed by their customers and inform Group AML promptly when they know, suspect or have reasonable grounds to suspect that instances of money laundering or terrorist financing are occurring or have occurred, in order to assess whether to file a suspicious activity report with the proper authorities.

Q. **If I detect a potentially suspicious transaction after it has been executed, do I still need to report it?**

A. Yes, because the suspicious nature of a transaction may become apparent only after it has been executed, also by taking into account the subsequent behaviour of that client. Therefore, Recipients shall report any potentially suspicious transactions as soon as they become aware of them.

Q. **May I perform a transaction if I know that the customer is acting on behalf of someone subject to assets freezing under international sanctions?**

A. No, making funds available to individuals subject to assets freezing measures is forbidden. Therefore, each Recipient shall report such transactions as soon as they are aware of them.

Q. **May I participate in projects or deals involving (in any capacity, and also indirectly) a country subject to restrictive measures?**

A. No, as such activity may entail a breach of applicable regulations regarding commercial and financial sanctions. Therefore, each Recipient shall inform immediately Group AML for an assessment of the transaction.

TO FIND OUT MORE

Group Policy for managing money-laundering and terrorist financing risk; AML Manual; Organizational procedures.

9. Combating tax evasion

Mediobanca adopts a "zero-tolerance" approach towards any conduct aimed at pursuing tax evasion. Mediobanca also contrasts conducts facilitating tax evasion, which may be put in place by employees, collaborators, suppliers and any subject operating on behalf of Mediobanca.

Recipients must:

- not knowingly assist the Bank's clients or counterparties intending to put in place tax evasion in any country;
- not ignore the conduct held by the Bank's clients or counterparties clearly aimed at achieving illegal tax savings in any country.

The notion of tax evasion includes any conduct aimed at achieving illegal tax savings, by being knowingly involved in, or through acts aimed at, fraudulent tax evasion.

The notion of facilitation of tax evasion includes any conduct aimed at knowingly facilitating the implementation of tax evasion and applies to any subject operating on Mediobanca's behalf, including employees, collaborators and suppliers.

Risks related to tax evasion and facilitation of tax evasion are managed, inter alia, through due diligence processes over suppliers and introducing agents, and through assessing potential legal and reputational risks related to tax evasion that arise while structuring and managing transactions.

Q. **A client asked me to assist them in structuring a transaction which in my view might be aimed at, among other things, achieving illegal tax savings. What should I do?**

A. The Compliance Unit must immediately be involved. Ignoring the clients' conducts aimed at tax evasion, or deliberately facilitating them, may lead to civil and criminal liability.

Q. **A client asked me to enter into a trade or securities lending over a German listed stock for a significant and unusual amount for the counterparty, close to the ex-dividend date of the shares. What should I do?**

A. You shall involve Group Tax and Compliance units immediately, to allow them to assess the compliance of the prospected trade.

TO FIND OUT MORE

Mediobanca Group Policy for managing AML and terrorist financing risk; Group Policy for managing risk of non-compliance; Organization, handling and control Model pursuant to Italian leg. decree 231/01; Directive on preventing tax evasion; Organisational procedures.

10. Managing reputational risk

The outstanding reputation of Mediobanca, based on the observance of its core values, is an extremely valuable asset that must be protected since any damage to it may have long-lasting consequences which may be difficult to remove.

Recipients must always consider the impact of their conduct on the Bank's reputation, also taking into account risks deriving from customers, counterparties and transactions.

Relations with customers

Associating Mediobanca's name with potential clients and counterparties that are involved in unlawful or non-transparent conduct may have material reputational impacts on the Bank.

Therefore, Recipients shall not enter into any relation with parties that – based on public data or on information known for work-related reasons – are not aligned with Mediobanca's reputational profile.

During the relationships, Recipients shall inform Compliance and Group AML units promptly of any up-to-date information on customers which may have a reputational impact on the Bank.

Q. **A former customer would wish to re-open accounts. Do I still have to report press articles on its potential involvement in unlawful conduct, even though it held accounts at the Bank for many years?**

A. Yes, any potential critical issues must be reported anytime a party would wish to start a relationship, even though it has been a customer in the past.

Newspaper Rule

Recipients shall pay the utmost attention to the expressions they use in communications and documents, also only for internal use and imagine which effect their declarations would have if printed on the front page of an important newspaper (newspaper rule). Carelessness and negligence in communications may indeed make a fully legitimate activity sound improper.

Q. **Does the newspaper rule applies also to work-related e-mails I send to colleagues?**

A. Yes, as e-mails exchanged internally too may be twisted if made public.

Personal activities

Recipients shall refrain from any conduct that may compromise their integrity and honesty, also outside working activity, as it may have a negative impact the Bank's reputation. Customers, counterparties and the general public may view the Recipients as representing the Bank even when they are not performing any work-related activity.

Personal use of social networks shall also comply with the Code of Conduct principles, taking into account that editing and deleting contents that have been published may face technical difficulties.

Reporting of material events

Recipients shall provide immediate notice upon them becoming aware of or involved in any event that may entail a reputational risk for the Bank and abide by any guidance received. Notice is required, in particular, if any Recipient, for work-related reasons:

- is involved in a criminal legal or disciplinary proceeding;
- is involved in any inquiry, inspection or request by authorities with reference to an activity performed while working for the Bank;
- receives a complaint from a customer or a third party.

TO FIND OUT MORE

Group Directive on media relations, speaking policy, brand communication and social media channels, Directive on drafting and storage of working documents; Organizational procedures.

11. Use of company assets

Company assets are the resources used by the Bank to perform its activity and protecting them allows Mediobanca's competitive edge on the market to be safeguarded. Their use shall therefore be inspired by the principles of integrity, proper conduct and responsibility.

Recipients shall use company assets only for work-related activities and protect them from being abused, damaged or used improperly, with a view to saving costs and reducing environmental impact.

Recipients shall report any fraud committed or attempted against the Bank promptly to their line manager, who will involve Group Audit Unit for their further analysis.

Security of company premises

To prevent any damage deriving from wilful misconduct or negligence, also by third parties, from happening, Recipients shall grant access to the company premises only to third parties who have been identified and are accompanied by an internal representative. Recipients may take photographs and make audio-visual recordings of the company premises only for specific purposes and after an approval has been granted.

Protecting the environment

Mediobanca promotes MB Green project, with the aim of ensuring that business initiatives goes along with environmental causes. It includes:

- monitoring how resources are used and limiting the amounts of resources used;
- improving energy and waste management;
- maintenance of property and systems;
- raising awareness on the responsible use of resources.

Travel expenses

While acknowledging that transfers may be key to business activities, Recipients shall strive to limit the duration of the journeys and the amount of expenses incurred, without jeopardising the effectiveness of the mission, and shall always provide sufficient documents corroborating expenses incurred.

TO FIND OUT MORE

Group information security Policy, Group sustainability Policy, IT risk management Group Policy, Group Directive use of corporate assets; Use of company IT instruments Directive, Group Directive corporate mobile device management, Group Directive business continuity management, Directive on managing and storing files, Directive on fraud, Directive on transfers and expense refund claims, Organizational procedures.

12. Communication and powers to represent the company

The Bank ensures that all information is communicated clearly and in a complete manner, to allow counterparties to take informed decisions. It also guarantees that internal relationships and relations with third parties are handled in a transparent way and requires that every activity is tracked.

Disclosure to the public

The Bank discloses data on the company's situation promptly by using institutional channels and identifying those individuals who are authorised to provide information to the general public and to maintain relationships with the media.

Therefore, if not expressly authorised, Recipients shall not:

- answer any request from the media or contact them;
- disclose information on the Bank or work-related information on social networks or other websites accessible to the general public.

Storage of working documents

Recipients shall store all relevant documents in orderly fashion, to make it easier to retrieve it swiftly, for the time period required under applicable external and internal regulations (generally no less than 5 years).

Internal communication

Mediobanca strives to inform all Recipients of facts and events that may have an impact on their working activities, e.g. organizational changes or new pieces of internal regulation. This communication is to be considered confidential information only for internal use.

Powers to represent the company

The power to represent the Bank is assigned to the Chairman of the Board, the Chief Executive Officer, the General Manager and Staff members who have been expressly entrusted. Recipients shall ensure that they have binding powers and that no further authorisation is required before signing any document on behalf of the Bank.

TO FIND OUT MORE

Articles of association, Group Regulations, Directive on drafting and storage of working documents, Group Directive on media relations, speaking policy, brand communication and social media channels, Group Directive on handling relations with shareholders and the market, Directive on powers to sign on behalf of the company, Resolution on power to represent the bank; Organizational procedures.

13. Managing human resources

Mediobanca's working environment values individual skills, is inspired by mutual trust and cooperation and is based on the respect for everyone's personality and dignity. Professional competences and proper conduct of staff members are key assets of the Bank and paramount to its efficiency and competitiveness.

Human resources management policy

Mediobanca nurtures its staff members' talent on a meritocratic basis, by honing their professional skills under the equal opportunities principle and in consistency with its strategic, business and organizational requirements, taking into account the staff members' training needs.

Professional development is ensured also through adequate education initiatives, working experiences guided by line managers, possible transfers to different positions, performance assessment and career advancement.

The Bank acknowledges that it is of pivotal importance that professional skills are improved on an ongoing basis and it promotes continuous and permanent training through initiatives that fit each staff member's role and are adequate with the levels of knowledge and experience required for the duties they are entrusted with.

Staff search and selection process is based on objective skills and professionalism requirements, taking into account specific organizational needs and ensuring that everyone gets an equal opportunity to be selected and to advance professionally on a meritocratic basis.

Managers are required to make growth of their staff a priority, and to create an inclusive work environment, to attract and retain the best individuals and allow the team to innovate, solve problems and perform at its best.

Equal opportunities, discrimination, harassment and mobbing

Mutual respect is the basis for building trust and cooperation. Therefore, the Bank refrains from any kind of discrimination or harassment based on age, gender, sexual orientation, civil status, religion, language, ethnic or national or social origin, skin color, genetic features, state of health, physical or mental illness, pregnancy, parental status (including by adoption), personal convictions, political opinions, trade union affiliations or activities, membership in a national minority, ownership.

Diversity is an important asset that widens cultural horizons and allows the Bank to offer improved

services to its clients. Achieving excellence requires an inclusive environment that welcomes and supports differences and encourage a plurality of viewpoints. Heads of units and offices shall therefore promote an environment of open communication, mutual trust and collaboration.

The Bank forbids any unwanted behaviour, expressed in physical, verbal or non-verbal manner, aimed at or resulting in the violation of a staff member's dignity and liberty and an intimidatory, hostile, degrading, humiliating or offensive environment.

Recipients who suffer or assist to discrimination, harassment or mobbing shall report this misconduct promptly to Group HR. Reports will be dealt with confidentiality and protecting involved parties from retaliation and discrimination.

Q. **I heard one of my colleagues referring to another co-worker with a racist term. What should I do?**

A. The Bank does not tolerate any discrimination, therefore you should report it promptly to Group HR.

Grievances and internal complaints

The Banks promotes open communications inviting all Recipients to solve any work-related issue they may face with the interested party or their line manager during an informal meeting. If this approach does not lead to a satisfactory solution, a dedicated process for grievances has been set up with the involvement of Group HR.

Health and safety in the workplace

Mediobanca acknowledges that health and safety are important and ensures an adequate workplace by implementing the required precautionary and ongoing measures to preserve health and safety of Recipients and of third parties who visit the Bank's premises. Mediobanca further provides the necessary tools for healthcare and assistance with in-depth check-ups and adequate information on oncological diseases.

Recipients shall abide with great attention by the precautionary safety measures adopted and take part in the education and communication initiatives launched by the Bank on this topic.

Leaving Mediobanca

Recipients shall comply with some obligations and bans also after their professional or working relationship with Mediobanca has ended. In particular, Recipients shall:

- return all company assets in their possession;
- keep all confidential information in their possession secret to the extent allowed under applicable regulations;
- refrain from dealing in financial instruments if they have inside information on their issuers;
- co-operate with any legal proceeding, inquiry or request by the authorities on issues related to their professional or working activity for Mediobanca.

TO FIND OUT MORE

Organization, management and control model (pursuant to article 6 of Italian legislative decree 231/2001); Staff management Policy; Remuneration Policy; Directive on capability, performance assessment and training; Regulation governing use of confidential and inside information; Group Directive on abusive behaviour, bullying and harassment; Directive on grievances and internal complaints; Group Directive on compliance breaches, Employer's staff handbook (London Branch), Two weeks leave Directive; Use of company IT instruments Directive, Directive on handling of confidential and inside information; Organizational procedures.

14. Dealing with suppliers

Mediobanca relies on suppliers that share the Bank's core values and principles, developing synergic relationships inspired by proper conduct, transparency and co-operation.

Supplier selection and management

Recipients shall not influence unduly the supplier selection process, which is based on professional skills, economic and organizational resilience and stability and best value for money. Recipients shall keep agreements with suppliers and terms thereof confidential and shall not exploit this information for their personal benefit.

Suppliers are informed that they shall abide by the Code of Conduct. Upon a breach by them, Recipients managing the relationship with suppliers shall activate all contractual and legal instruments available to the Bank, including dissolving the agreement.

Q. **I have become aware through press articles that a key supplier of the Bank may be involved in money laundering. What should I do?**

A. You should report it immediately to Group Expense Management, which will launch further analysis.

Industrial and intellectual property protection

Recipients shall comply with external regulations and contractual agreements with suppliers in terms of industrial and intellectual property. In particular, Recipients shall not:

- use unlicensed IT programs;
- acquire or disseminate goods or works in a way that breaches industrial and intellectual property regulations.

TO FIND OUT MORE

Organization, management and control model (pursuant to article 6 of Italian legislative decree 231/2001), Group Code of ethics, Group procurement process management Directive, Organizational procedures.

MEDIOBANCA

All photos and other images are of Mediobanca offices and buildings