

LU-VE S.p.A.

Via Vittorio Veneto n. 11 – 21100 Varese

Numero REA: VA-191975

Codice Fiscale n. 01570130128



## **PROCEDURE FOR INTERNAL MANAGEMENT AND MARKET DISCLOSURE OF CORPORATE INFORMATION**

In force from 1 October 2021

## INTRODUCTION

In execution of the provisions applicable to the management of Inside Information (as defined below) and the related public disclosure obligations set forth in Regulation (EU) No. 596/2014 and its implementing provisions – including Delegated Regulations (EU) 2016/522 and 2016/960, and Implementing Regulations (EU) 2016/959 and 2016/1055 – as well as in consideration of the recommendations set forth in this regard by the CONSOB Guidelines as well as the ESMA guidelines, the Board of Directors, upon proposal of the Chief Executive Officer formulated also pursuant to Recommendation no. 1. letter f) of the Corporate Governance Code, has approved at its meeting of 7 September 2021 the updated version of this “*Procedure for the internal management and market disclosure of corporate information*” (the “**Procedure**”). This Procedure was adopted by the Company, for the first time, in 2015 and was subsequently subject to an initial revision approved by the Board of Directors at its meeting of 30 June 2016 in order to align its content to the European regulatory provisions set forth in Regulation (EU) No. 596/2014 and in the relevant European implementing rules, as well as pursuant to a subsequent amendment which entered into force on 21 June 2017 on the occasion of the listing of the Company’s shares on the MTA.

This Procedure establishes the principles and rules relating to the internal management and external disclosure of documents and information concerning the Company and the Group, including Relevant and Regulated Information (as defined below), with particular reference to Inside Information (as defined below); This procedure aims to:

- (i) ensure compliance with the applicable European and Italian laws and regulations;
- (ii) ensure respect for the utmost confidentiality and secrecy of the Relevant and Inside Information;
- (iii) avoid that the disclosure of documents and information concerning the Company may be selective (i.e., it may be disclosed in advance to some parties such as shareholders, journalists or analysts), or that it may be issued in an untimely, incomplete or inadequate manner.

In accordance with the provisions of art. 114(2) of the Consolidated Law on Finance, the principles and rules contained in this Procedure are implemented by the other companies of the Group.

The present Procedure, in updated version:

- enters into force on the day set by the Board of Directors in the related approval resolution and shall be applied in compliance with all applicable European and Italian laws and regulations, as well as taking into account the guidelines of the Supervisory Authority and ESMA;
- is brought to the attention of the delegated bodies of the Company and all the companies of the Group in order to ensure uniform conduct and full compliance, at Group level, with all applicable European and Italian laws and regulations.

# 1 DEFINITIONS

1.1 In addition to any terms defined in the articles of this Procedure, the capitalised terms and expressions herein shall have the meanings indicated below, it being understood that the same meaning applies both in the singular and the plural:

“**Chief Operating Officer**” or “**CEO**” means the Chief Executive Officer of LU-VE in office.

“**Borsa Italiana**” means to Borsa Italiana S.p.A.

“**Corporate Governance Code**”: means to the Corporate Governance Code adopted by the companies with shares listed on the MTA approved by the Corporate Governance Committee on 31 January 2020, to which the Company adheres.

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

“**CCO**” means the Chief Communication Officer of LU-VE in from time to time office.

“**COO**” means the Chief Operating Officer of LU-VE from time to time in office.

“**Board of Directors**” means the Company’s Board of Directors from time to time in office.

“**Consob**” or “**Supervisory Authority**” means the “Commissione Nazionale per le Società e la Borsa”, the public authority responsible for regulating the Italian financial markets.

“**Subsidiaries**” means the direct or indirect subsidiaries of the Company pursuant to art. 2359 of the Italian Civil Code and art. 93 of the Consolidated Law on Finance.

“**Recipients of the Procedure**”: means the persons required to comply with this Procedure, namely: (i) the members of the Board of Directors, the Board of Statutory Auditors and the person discharging managerial responsibilities in the Company; (ii) employees of the Company; (iii) members of the administrative and supervisory bodies, as well as person discharging managerial responsibilities and employees of the Subsidiaries; (iv) all other persons who, in the exercise of an employment, profession or duties have access on a regular or occasional basis to Relevant Information and/or Inside Information.

“**Financial Reporting Manager**” means the “Manager responsible for preparing the company’s financial reports” pursuant to art. 154-bis of the Consolidated Law on Finance, appointed by the Company pursuant to art. 21 of the LU-VE Articles of Association.

“**ESMA**” means the European Securities and Markets Authority.

“**Inside Information Management Function**” or “**FGIP (Funzione Gestione Informazioni Privilegiate)**” means the corporate function responsible for ensuring timely identification, adequate monitoring and appropriate management of Relevant Information and Inside Information. For the purposes of this Procedure, this role is performed by the Chief Executive Officer (or, in the event of his absence or impediment, by the Chairman).

“**Inside Information Competent Corporate Functions**” or “**FOCIP (Funzioni Organizzative Competenti Informazioni Privilegiate)**”: means the corporate bodies, functions and all the corporate units of the Company with reference to which usually Relevant Information and/or Inside Information arises or is identified for the first time and which are therefore involved, for various purposes, in the mapping of the types of Relevant Information as well as in the handling

(identification and management) of any specific Relevant Information and/or Inside Information pertaining to their areas of competence.

“**General Counsel**” means the Group Legal & Corporate Affairs Manager of LU-VE from time to time in office.

“**LU-VE Group**” means the Company and its Subsidiaries.

“**Info-Room**”: means the group of persons who support the FGIP in the assessment, identification and management of specific Relevant Information or Inside Information; this group is composed, from time to time, of the FOCIP Managers to whose area of competence the specific Relevant Information or Inside Information refers (taking into account the mapping carried out pursuant to paragraph 2.1 of this Procedure) as well as, on the basis as may be deemed necessary from time to time by the FGIP, and/or by the Investor Relator, and/or by the CCO, and/or by the General Counsel and/or by the Financial Reporting Manager in consideration of their respective competences.

“**Inside Information**” means all information relevant pursuant to art. 7, paragraphs 1 to 4 of Regulation (EU) 596/2014<sup>1</sup>, i.e. any information of a precise nature, that has not been made public, related directly or indirectly to the Company or its financial instruments and which, if made public, may have a significant effect on the prices of those financial instruments or on

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<sup>1</sup> Pursuant to **art. 7 of the Regulation (EU) no. 596/2014**, «1. For the purposes of this Regulation, inside information shall comprise the following types of information:

(a) information of a precise nature, which has not been made public, relating, directly or indirectly, to one or more issuers 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 or on the price of related derivative financial instruments;

(b) in relation to commodity derivatives, information of a precise nature, which has not been made public, relating, directly or indirectly to one or more such derivatives or relating directly to the related spot commodity contract, and which, if it were made public, would be likely to have a significant effect on the prices of such derivatives or related spot commodity contracts, and where this is information which is reasonably expected to be disclosed or is required to be disclosed in accordance with legal or regulatory provisions at the Union or national level, market rules, contract, practice or custom, on the relevant commodity derivatives markets or spot markets;

(c) in relation to emission allowances or auctioned products based thereon, information of a precise nature, which has not been made public, relating, directly or indirectly, to one or more such instruments, and which, if it were made public, would be likely to have a significant effect on the prices of such instruments or on the prices of related derivative financial instruments;

(d) for persons charged with the execution of orders concerning financial instruments, it also means information conveyed by a client and relating to the client's pending orders in financial instruments, which is of a precise nature, relating, directly or indirectly, to one or more issuers 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, the price of related spot commodity contracts, or on the price of related derivative financial instruments.

2. For the purposes of paragraph 1, 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, the related spot commodity contracts, or the auctioned products based on the emission allowances. 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.**

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

4. For the purposes of paragraph 1, **information which, if it were made public, would be likely to have a significant effect on the prices of financial instruments, derivative financial instruments, related spot commodity contracts, or auctioned products based on emission allowances shall mean information a reasonable investor would be likely to use as part of the basis of his or her investment decisions.**

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the prices of related derivative financial instruments<sup>2</sup>.

“**Regulated Information**” means all information, including Inside Information, which, pursuant to art. 113-ter of the Consolidated Law on Finance, must be published by the Issuer in accordance with applicable European and Italian laws and regulations.

“**Relevant Information**” means information relating to data, events, projects or circumstances which, on a continuous, repetitive, periodical or desultory, occasional or unforeseen basis, directly concerns the Company and which, according to a reasonable appreciation and on the basis of a preliminary and presumptive judgement, may, at a later time – even in the near future – become Inside Information, as identified from time to time pursuant to paragraph 2.1 of this Procedure.

“**Investor Relator**” means the Investor Relation Manager of LU-VE from time to time in office.

“**CONSOB Guidelines**” means the guidelines no. 1/2017 on “*Management of Inside Information*”, published by CONSOB on 13 October 2017, as amended and supplemented also by regulatory provisions subsequent to their publication.

“**Storage Mechanism**” means the storage mechanism authorized by CONSOB and used by the Company; its the name and web address are indicated on the Company’s website at the address [www.luvegroup.com](http://www.luvegroup.com).

“**MTA**” means “*Mercato Telematico Azionario*”, the electronic equity market organised and managed by Borsa Italiana.

“**Chairman**” means the Chairman of the Board of Directors of the Company from time to time in office.

“**Procedure**” means the present “*Procedure for internal management and market disclosure of corporate information*”.

“**MAR Registers Procedure**” means the “*Procedure for the establishment, management and updating of MAR Registers*” adopted by the Company.

“**MAR Registers**” means the Relevant Information List and the Insider Register.

“**Insider Register**” means the list of persons with access to Inside Information, which is established, managed and updated in compliance with the MAR Registers Procedure.

“**Regulation (EU) 596/2014**” means Regulation (EU) 596/2014 of the European Parliament and of the Council of 16 April 2014 on market abuse and repealing Directive 2003/6/EC of the European Parliament and of the Council, and Commission Directives 2003/124/EC,

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<sup>2</sup> In accordance with article 3, paragraph 2, point (b) of Regulation (EU) 596/2014, associated financial instruments refer to “the following financial instruments, including those which are not admitted to trading or traded on a trading venue, or for which a request for admission to trading on a trading venue has not been made:

i) contracts or rights to subscribe for, acquire or dispose of securities;

ii) financial derivatives of securities;

iii) where the securities are convertible or exchangeable debt instruments, the securities into which such convertible or exchangeable debt instruments may be converted or exchanged;

iv) instruments which are issued or guaranteed by the Issuer or guarantor of the securities and whose market price is likely to materially influence the price of the securities, or vice versa;

v) where the securities are securities equivalent to shares, the shares represented by those securities and any other securities equivalent to those shares”.

2003/125/EC and 2004/72/EC.

“**Delegated Regulation (EU) 2015/522**” means Commissions Delegated Regulation (EU) 2016/522 of 17 December 2015 supplementing Regulation (EU) No. 596/2014 with regard to, inter alia, the competent authority for notifications of delays.

“**Delegated Regulation (EU) 2016/960**” means Commission Delegated Regulation (EU) 2016/960 of 17 May 2016 supplementing Regulation (EU) No 596/2014 with regard to regulatory technical standards for the appropriate arrangements, systems and procedures for disclosing market participants conducting market soundings.

“**Implementing Regulation (EU) 2016/959**” means Commission Implementing Regulation (EU) 2016/959 of 17 May 2016 laying down implementing technical standards for market soundings with regard to the systems and notification templates to be used by disclosing market participants, and the format of the records in accordance with Regulation (EU) No 596/2014.

“**Implementing Regulation (EU) 2016/1055**” means Commission Implementing Regulation (EU) 2016/1055 of 29 June 2016 laying down implementing technical standards with regard to the technical means for appropriate public disclosure of inside information and for delaying the public disclosure of inside information in accordance with Regulation (EU) 596/2014.

“**Issuers’ Regulation**” means the Regulation implementing of the Consolidated Law on Finance concerning the regulation for issuers, adopted by CONSOB with resolution No. 11971 of 14 May 1999, as in force from time to time.

“**Relevant Information List**” or “**RIL**” means the list of persons with access to specific Relevant Information, established, managed and updated in compliance with the MAR Registers Procedure.

“**MAR Registers Manager**” means the person responsible for maintaining the MAR Registers identified pursuant to art. IV of the MAR Registers Procedure in the person of the General Counsel of the Company.

“**FOCIP Managers**” means the Chief Executive Officer, the COO, the Chairman of the Company, the Chairman of the Board of Statutory Auditors as well as any other persons identified in the mapping under paragraph 2.1 as the person responsible for a single FOCIP.

“**Delay**” means the delay in public disclosure of the Inside Information pursuant to art. V of this Procedure.

“**SDIR**” means the “*Servizio per la diffusione dell’informativa regolamentata*” [inside information dissemination service] authorized by CONSOB and used by the Company, whose name and web address are indicated on the Company’s website at the address [www.luvegroup.com](http://www.luvegroup.com).

“**Company**” or “**LU-VE**” or “**Issuer**” means LU-VE S.p.A., with registered office at Via Vittorio Veneto 11, Varese, whose ordinary shares are listed on the Milan Stock Exchange at MTA (*Mercato Telematico Azionario*).

“**Auditing Firm**” means the person appointed by the Shareholders’ Meeting of the Company as statutory auditor of LU-VE.

“**Market Sounding**” means the disclosure of information, including Inside Information, by the Company or by third parties acting in the name and on behalf of the Company, prior to the announcement of a transaction, in order to assess the interest of potential investors in a possible transaction and the related conditions, such as the potential size or price.

“**Consolidated Law on Finance**” or “**TUF**” means the Italian Legislative Decree no. 58 of 24 February 1998, containing the “Consolidated Law on Finance” as in force from time to time.

## **2 RELEVANT INFORMATION**

### **2.1 Mapping of the types of Relevant Information and Focip**

2.1.1 In order to facilitate the identification of Inside Information and promptly fulfil the obligations provided for by applicable legislation on the management and disclosure of Inside Information, the Company shall identify and monitor the types of Relevant Information with reference to which, or in relation to which, it is more reasonable to expect that specific Relevant Information and/or Inside Information may arise or be configured.

For each of the aforementioned types of Relevant Information, the FGIP also shall identify the FOCIP with reference to which usually specific Relevant Information that could become Inside Information arises or is identified for the first time; for each FOCIP, a person in charge shall be identified, as well as the other natural persons involved in the same, distinguishing between persons with permanent access to all the specific Relevant Information relating to the FOCIP to which they belong and persons for whom such access is possible but not certain.

2.1.2 The periodic assessment of the adequacy of the mapping of the Relevant Information shall be the responsibility of the Chief Executive Officer (or, in the event of his absence or impediment, the Chairman) who, in the performance of his role as FGIP, shall, with the support of the FOCIP, update it whenever necessary.

2.1.3 **Annex A** to this Procedure contains a list of the types of Relevant Information mapped by FGIP pursuant to paragraphs 2.1.1 and 2.1.2 above, concerning the Group, within which it is most reasonable to expect the configuration of specific Relevant Information and/or Inside Information. In the event of any changes to the types of Relevant Information included in the mapping, the FGIP shall update of the content of said annex.

### **2.2 Management of specific Relevant Information**

The management of specific Relevant Information consists of the following steps:

- assessment and identification of specific Relevant Information;
- activation, maintenance and updating of the Relevant Information List.

#### **2.2.1 *Assessment and identification of specific Relevant Information***

The assessment of the relevant nature of a specific information shall be carried out by the FGIP, with the support of the Info-Room, taking into account the mapping carried out pursuant to paragraph 2.1 above, as well as the non-exhaustive criteria indicated in Section IV of the CONSOB Guidelines.

For the purposes of the above assessment, the FGIP – supported by the Info-Room and on the basis of the indications provided by the FOCIP involved from time to time – shall draft a form

containing, *inter alia*, the following information:

- brief description of the information and of the reasons why the reporting FOCIP considers the information to be specific Relevant Information;
- assessment of whether or not the information is relevant and a brief description of the related reasons;
- in the event of a positive assessment, indication of: (i) the type of Relevant Information among the information mapped by the Company pursuant to above paragraph 2.1 of this Procedure; (ii) indication of the date and time form which the information is to be regarded as specific Relevant Information; (iii) the code name assigned to identify the specific Relevant Information.

The duly completed form – a template of which is set out in **Annex B** to this Procedure – shall be stored by the FGIP, supported by the Legal and Corporate Affairs Department.

### 2.2.2 *Relevant Information List*

Once a specific Relevant Information has been identified, the FGIP – with the support of the Info-Room – shall, as soon as possible, report the same to:

- the MAR Registers Manager, so that the latter shall immediately implement the Relevant Information List, as well as maintain and update the same register with regard to the specific Relevant Information, in accordance with the provisions provided for by the MAR Registers Procedure;
- the FOCIP Managers involved, so that the latter shall inform the MAR Registers Manager of the names of the persons of the respective FOCIP involved, who are aware of it at that time and of persons who may at a later time become aware of it.

## 2.3 Information flows

2.3.1 The FOCIP Managers shall promptly report to FGIP all information that in their opinion has the nature of Relevant Information of which they become aware as a result of their work activities or which arises within their organisation area or of which they become aware pursuant to paragraph 2.3.2 below. The FOCIP Managers shall then promptly notify the FGIP of any change to the Relevant Information that may occur after their identification.

2.3.2 Managers and, more generally, all employees of the Company shall report to their immediate superior at hierarchical and functional level all facts and news considered potentially relevant to identify information as a specific Relevant Information. Upon receipt of the information on such facts and news, said contact persons shall promptly notify such information to their FOCIP Manager, so that the latter can fulfil the reporting obligations as per paragraph 2.3.1 above.

2.3.3 In the same way, managers and, more generally, all employees of the Subsidiaries shall report to their immediate superior at functional level all facts and news considered potentially relevant to identify a piece of information as a specific Relevant Information. Upon receipt of the information on such facts and news, said contact persons shall promptly notify such information to the FOCIP Managers, in whose operational area such facts and news have arisen, so that the latter can fulfil the reporting obligations as per paragraph 2.3.1 above.



### 3 INFORMATION TO BE DISCLOSED TO THE MARKET: INSIDE INFORMATION

In compliance with the provisions of art. 17 of Regulation (EU) No. 596/2014, the Company shall disclose to the public, as soon as possible, Inside Information in accordance with the process provided for by this Procedure and in any case in compliance with applicable European and Italian laws and regulations.

#### 3.1 Assessment of the “inside” nature of information

3.1.1 The assessment of the inside nature of the information and, therefore, the need for public disclosure shall be carried out by the FGIP, with the support of the Info-Room, taking into account the mapping carried out pursuant to paragraph 2.1 above, as well as the non-exhaustive criteria indicated in Section IV of the CONSOB Guidelines.

3.1.2 For the purposes of the above assessment, the FGIP – supported by the Info-Room and on the basis of the indications provided by the FOCIP involved from time to time – shall draft a form containing, *inter alia*, the following information:

- brief description of the information, specifying the type of Relevant Information among the information mapped by the Company pursuant to paragraph 2.1 above of this Procedure;
- brief description of the reasons why the reporting FOCIP considers it to be an Inside Information;
- indication of whether or not the information is already assessed as specific Relevant Information, specifying, if so, the related code name;
- assessment of whether or not the information is inside and a brief description of the related reasons;
- in the event of a positive assessment, indication of: (i) the date and time from which the information is to be regarded as Inside Information; and (ii) the code name assigned to identify the Inside Information;
- results of the decision as to whether to proceed with immediate disclosure to the market of the Inside Information or with activation of the Delay Procedure, indicating the related reasons.

The duly completed form – a template of which is set out in **Annex C** to this Procedure – shall be stored by the FGIP, supported by the Legal and Corporate Affairs Department.

3.1.3 Without prejudice to the fact that the assessment of the relevance of the individual event or set of circumstances for the purposes of their identification as Inside Information must be carried out on a case-by-case basis, **Annex A** to this Procedure lists the types of Relevant Information mapped by the FGIP pursuant to paragraph 2.1 above, with reference to which it is more reasonable to expect to identify Inside Information. In event of any change to the types of Relevant Information listed in the aforementioned mapping, the FGIP shall update the content of said annex.

3.1.4 Once the insider nature of the information has been identified, the FGIP, with the support of the Info-Room, shall as soon as possible:

- a) notify the Insider Registers Manager of the identification of the new Inside Information and the names of persons who are aware of or may at a later time become aware of it, before the Inside Information is disclosed to the public. The MAR Registers Manager shall promptly update the Insider Register in compliance with the MAR Registers Procedure;
- b) request the MAR Registers Manager to update the specific section of the Insider Register relating to the Inside Information in question;
- c) issue to the market a press release on Inside Information in accordance with the procedures and terms set forth in art. IV below; alternatively, if the conditions indicated in paragraph 5.1 are met, the FGIP shall activate the Delay Procedure under paragraph 5.2 below;
- d) request the MAR Registers Manager to close the specific section of the Insider Register relating to the Inside Information in question.

### 3.2 Information flows

3.2.1 The FOCIP Managers shall promptly report FGIP all information that in their opinion has the nature of Inside Information or is likely to become such, of which they become aware as a result of their employment or which arises within their organisation area or of which they become aware pursuant to paragraph 3.2.2 below. The FOCIP Managers shall promptly notify the FGIP of any change to the Inside Information that may occur after their identification.

3.2.2 Managers and, more generally, all employees of the Company shall report to their immediate superior at hierarchical and functional level all facts and news considered potentially relevant to identify information as an Inside Information. Upon receipt of the information on such facts and news, said contact persons shall promptly notify such information to their FOCIP Manager, so that the latter can fulfil the reporting obligations as per paragraph 3.2.1 above.

3.2.3 In the same way, managers and, more generally, all employees of the Subsidiaries shall report to their immediate superior at the functional level, all facts and news considered to be potentially relevant to identify information as an Inside Information. Upon receipt of the information on such facts and news, said contact persons shall promptly notify such information to the FOCIP Managers, in whose operational area such facts and news have arisen, so that the latter can fulfil the obligations as per in paragraph 3.2.1 above.

### 3.3 "Rumours"

In the presence of public domain news not disclosed in the manner provided for by this Procedure, concerning the equity, economic or financial situation as well as extraordinary financial operations of the Company (and, where relevant, of the Subsidiaries) or the business performance (so-called "rumours"), the Company may decide to issue a specific press release aimed at restoring the correctness of the information and the information symmetry towards the public and at avoiding that the public be misled, without prejudice to the obligation to immediately disclose Inside Information pursuant to paragraph 5.2.4 below. The assessment on the matter shall be carried out by the FGIP with the support of

the Info-Room; in particular, the FGIP, with the support of the Info-Room, examines the situation to verify the need or advisability to inform the public the truthfulness of the news in the public domain, supplementing and correcting its content, if any, in order to re-establish the information correctness.

In the event of a positive outcome of such examination, the related press release, subject to the approval of the FGIP, shall be issued and disclosed in accordance with the process and terms set forth in article IV below.

## **4 PROCESS AND TERMS OF DISCLOSURE REGULATED INFORMATION**

### **4.1 Management of Regulated Information**

The management of the public disclosure of Regulated Information (including Inside Information) shall be the responsibility of FGIP with the support of the Info-Room.

### **4.2 Content of the press release**

4.2.1 Press releases shall be drafted by the Investor Relator with the support of the Legal and Corporate Affairs Department and the CCO.

4.2.2 Each press release shall contain:

- all elements suitable to permit a complete and correct evaluation of the events and circumstances represented hereto;
- all correlations and comparisons with the content of press releases already issued to the public.

Press releases concerning Inside Information and those defined in the *“Instructions to the Regulation of Markets organised and managed by Borsa Italiana S.p.A.”* as Price-sensitive press releases are composed of:

- title, containing an objective and concise description of the fact. If the press release refers to several relevant events, the title shall mention each event;
- summary, summarizing the elements characterising the fact, presented in a table or list form, so as to provide a non-misleading summary; the summary may be omitted if the title of the press release already contains an exhaustive description of the essential elements of the fact;
- text, having the content of the news in a structured manner according to an index freely chosen by the company, provided that logical consistency to the exposure ensured. If necessary to ensure clarity of content, the text is organised in sections, with a respective title;
- corporate contacts, containing the names of persons and/or departments to be contacted for information, their telephone numbers and e-mail addresses, as well as the Company website address;
- declaration of the Financial Reporting Manager, if required by the applicable laws and regulations.

4.2.3 The drafting of the “price-sensitive press releases” identified in the “Instructions to the Regulation of Markets organised and managed by Borsa Italiana S.p.A.” in relation to more relevant and recurring corporate events (including, inter alia, approval of the economic and

financial data for the period, qualified or adverse opinions, or a declaration of inability to express an opinion on the periodic accounting statements possibly issued by the Auditing Firm, appointment and resignation of members of the administrative and auditing bodies or other key managers, acquisition/disposal transactions and programmes, share capital increases, bond issues, treasury share transactions) shall take into account the manner of representation and the minimum content of the information to be provided to the market as stated in the instructions of Borsa Italiana.

#### 4.3 Approval and issue of press releases

The draft press release shall be by the Investor Relator or the Legal and Corporate Affairs Department for comments to the CEO, the CCO and the heads of the departments to whose operational area the information contained therein refers, as well as to the Financial Reporting Manager and the General Counsel. Once these comments have been collected, the draft, in its final version, shall be sent for approval by the competent bodies of the Company. In particular:

- a) press releases concerning the so-called periodic financial information (financial reports and additional periodic financial information pursuant to art. 154-*ter* of the Consolidated Law on Finance) and those concerning extraordinary transactions (mergers, acquisitions, share capital increases, etc.) shall be submitted in advance for approval to the Financial Reporting Manager for the purpose of issuing by the latter of the certification required under the applicable legislation and, in any case, whenever they contain information of an accounting and financial nature. These press releases shall not, in any case, be issued without the prior approval of the Chairman of the Board of Directors and/or the CEO;
- b) in other cases, approval of the text of the press release is given by the FGIP.

#### 4.4 Process of disclosure and storage of Regulated Information

4.4.1 The Regulated Information, including Inside Information, shall be disclosed to the public dissemination by the General Counsel (or Corporate Legal Specialist) through the SDIR, in compliance with technical process stated by the system operator and with the applicable regulations.

4.4.2 At the same time as their disclosure to the public, Regulated Information shall be transmitted by the General Counsel (or the Corporate Legal Specialist) to the Storage Mechanism to be stored in accordance with the manners stated by the Storage Mechanism operator and in compliance with applicable regulations. The information transmitted through link to the Storage Mechanism shall be also considered transmitted to CONSOB. The obligations established in this paragraph shall be deemed to be fulfilled where the public dissemination of Regulated Information is carried out by an SDIR which performs on behalf of the Company the service of transmitting Regulated Information to the Storage Mechanism.

4.4.3 The Regulated Information shall also be published on the Company's website within the opening of Market on the day after its disclosure to the public, indicating the date and time of disclosure and shall remain available on the Company's website for at least the next five years, or other period if so required by applicable regulations (e.g. ten years are required for the financial reports under art. 154-*ter* of the Consolidated Law on Finance that the Issuer is obliged to publish).

#### 4.5 Meetings with market operators, interviews and statements made to the media

The management of relations with institutional investors, financial analysts and market operators, which is primarily the responsibility of the CEO, shall be carried out by the latter together with the Investor Relator and the Financial Reporting Manager.

The disclosure obligations imposed on the Company under Principle No. 5 of the Guide to Market Disclosures shall be fulfilled by the Investor Relator. In particular, in the case of meetings with market operators, which are not one-to-one meetings, the Investor Relator:

- a) shall inform CONSOB and Borsa Italiana in advance or, in particular cases, at the latest, at the same time as the meetings are held, of the date, time and place of the meeting itself, specifying the main items to be discussed, and transmitting the documentation made available to the participants;
- b) in the case of collective meetings with the financial community, shall invite business press representatives to the meeting (if the meetings are open to all market operators without distinction) or, if this is not possible, issue a press release outlining the main items discussed;
- c) shall promptly disclose to the market, in the manner provided for in this Procedure, any forecasted information or other relevant information inadvertently disclosed at such meetings;
- d) shall disclose in advance to the market any forecasted information or other relevant information that the Company intends to disclose in the meeting with market operators.

The provisions of points (iii) and (iv) above shall also apply to individual meetings, where applicable, to individual meetings.

## 5 DELAY IN THE PUBLIC DISCLOSURE OF INSIDE INFORMATION

### 5.1 Conditions for delay

5.1.1 In compliance with art. 17 of the Regulation (EU) No. 596/2014 and its implementing measures, the Company may under its own responsibility, delay the public disclosure of Inside Information, provided that all the following conditions are met (the “**Conditions for Delay**”):

- a) the immediate disclosure would probably prejudice the **legitimate interests** of the Company<sup>3</sup>;
- b) the delay in disclosure would probably not have the **effect of misleading the public**<sup>4</sup>;

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<sup>3</sup> The existence of a **legitimate interest** in the delay is presumed, by way of example but not limited to, in cases of:

- (i) pending negotiations that could be affected by public disclosure;
- (ii) decisions taken or contracts entered into by one body which require the approval of another body;
- (iii) development of products or inventions, the immediate disclosure of which could affect intellectual property rights;
- (iv) decision by the Company to sell a significant equity investment in another issuer;
- (v) an extraordinary transaction, where an authority has made the authorisation to proceed subject to the fulfilment of certain conditions.

<sup>4</sup> The delay shall be considered **misleading to the public**, by way of example but not limited to, in cases where the Inside Information subject to the delay:

- (i) is significantly different from a previous public announcement by the Company on a matter to which the Inside Information relates;

c) the Company is able to guarantee the confidentiality of the information involved.

5.1.2 In case of prolonged process, which occurs in stages and aims to implement or involve a specific circumstance or particular event, and provided that all the Conditions for Delay are met and maintained, the Company may under its own responsibility, delay the public disclosure of Inside Information relating to that process.

## 5.2 Procedure for activating the Delay (the “Delay Procedure”)

5.2.1 The assessment concerning the power to delay the disclosure of Inside Information to the public shall be carried out on a case-by-case basis by the FGIP (or, if applicable or it concerns a matter reserved for its competence, by the Board of Directors). To this end, the FGIP (or the Board of Directors, or, if applicable or it concerns a matter reserved for its competence) shall verify the existence of the Conditions for Delay, with the support of the Info-Room.

The decision to activate the Delay shall be taken by the FGIP (or, if applicable or it concerns a matter reserved for its competence, by the Board of Directors), which shall accordingly:

- a) ensure that the documentation on the basis of which the assessment and the decision to activate the delay were made is filed with the Legal and Corporate Affairs Department of the Issuer. This documentation shall state the reasons for Delay and contain all elements required under the Implementing Regulation (EU) 1055/2016 as confirmation and for notification the Delay to Consob, as better specified in paragraphs 5.2.2. and 5.2.5;
- b) immediately inform the General Counsel of the Issuer (or in case of absence or impediment, Corporate Legal Specialist) of the actuation of the Delay Procedure, so that the latter shall on the basis on the information contained in the documentation as per letter (a) above, record the Delay in compliance with the provisions as per provided in paragraph 5.2.2 below.

5.2.2 In case of actuation of the Delay, in compliance with the provisions of article 4 Implementing Regulation (EU) 1055/2016, the Company shall use a technical tool that ensures accessibility, readability and storage on a durable support of the following information:

- a) date and time: *i)* of the first knowledge of the Inside Information by the Company; *ii)* of the decision to delay the disclosure of the Inside Information; *iii)* of the probable disclosure of the Inside Information by the Company;
- b) identity of the persons in the Company responsible for: *i)* the decision to delay the disclosure and the decision establishing the start of the period of the delay and its probable end; *ii)* the continuous monitoring of the conditions allowing delay; *iii)* taking the decision to disclose to the public the Inside Information; *iv)* notifying to CONSOB the required information on the Delay and the explanation in writing;
- c) proof of initial compliance with Conditions for Delay and any change occurred during the delay period, including: *i)* information protective barriers erected internally and externally to prevent access to the Inside Information by persons other than persons, who in the Company have access in the normal exercise of their professional role or duties; *ii)* measures

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*(ii)* relates to the failure to achieve the Company's or the Group's financial targets where such targets have been publicly announced in advance;

*(iii)* is contrary to market expectations, where such expectations are based on indications provided in advance by the Company.

in place to disclose Inside Information as soon as possible once its confidentiality is no longer guaranteed.

5.2.3 The confidentiality of Inside Information for which it has been decided to activate the Delay shall be guaranteed through the adoption of effective measures that enable

- a) to prevent the access to such information by persons other than those who need it to carry out their duties in the Company;
- b) to guarantee that persons with access to such information, recognize the legal and regulatory obligations arising from it and are aware of the possible sanctions in case of abuse or unauthorised disclosure of the information;
- c) the immediate disclosure to the public of the Inside Information, if the persons as per letter (b) above, were not able to guarantee the confidentiality of the information.

5.2.4 If the disclosure of Inside Information is delayed in accordance with the paragraphs above of this article V, and the confidentiality of said information is no longer guaranteed, the Company shall disclose such Inside Information to the public as soon as possible in accordance with the process and terms set forth in article IV of this Procedure. For the purposes of this paragraph, confidentiality shall be deemed to have been breached also in the situations in which a rumor explicitly refers to Inside Information (disclosure has been delayed), and such rumor is sufficiently accurate to indicate that the confidentiality of such information is no longer guaranteed.

5.2.5 When the Company has delayed the disclosure of Inside Information in compliance with the paragraphs above of this art. V, the FGIP, in cooperation with the General Counsel (or Corporate Legal Specialist) of the Issuer – immediately after the information has been disclosed to the public – shall notify CONSOB of such delay, in accordance with the terms and conditions envisaged in applicable legislation. In particular, , the obligation to notify CONSOB is fulfilled by sending the following information (as well as other information required by applicable regulations) to address [consob@pec.consob.it](mailto:consob@pec.consob.it), specifying as recipient “Markets Division” and indicating at the beginning of the subject “*MAR Ritardo comunicazione*” (MAR Delayed Disclosure), or by other means established by CONSOB in a subsequent provision, in compliance with the applicable regulations:

- a) identity of the Company: full company name;
- b) identity of the notifier: name, surname, position in the Company;
- c) contact details of the notifier: business e-mail address and telephone number;
- d) identification of the Inside Information involved in the Delay: title of the disclosure announcement; reference number, if assigned by the system used for disclosure of the Inside Information; date and time of the disclosure of the Inside Information to the public;
- e) date and time of the decision to delay disclosure of the Inside Information;
- f) identity of all persons responsible for the decision to delay disclosure of the Inside Information to the public.

In compliance with the provisions of art. 114, paragraph 3 of the Consolidated Law on Finance, in the event of a subsequent request by CONSOB, the Company – through the FGIP, always in

cooperation with the General Counsel (or Corporate Legal Specialist)– shall also transmit to the Supervisory Authority the documentation proving the fulfilment of the obligation set forth in art. 17 paragraph 4 of Regulation (EU) No. 596/2014 and the relevant implementing technical standards, in compliance with the terms and procedures provided for by the applicable legislation.

The aforementioned notification to CONSOB is not required if, after the decision to delay the disclosure of the Inside Information, said information is not disclosed to the public because it has lost its insider nature.

- 5.2.6 If the Inside Information concerns Subsidiaries, the assessment and decision as per paragraph 5.2.1 above is always the responsibility of the FGIP, which may request the support of the delegated bodies of the Subsidiary to which the information refers.

## **6 MARKET SOUNDINGS**

- 6.1 By decision of the FGIP (or, if applicable, of the Board of Directors), the Company may carry out, also through third parties acting in the name and on behalf of the Company, Market Soundings, with reference to which the Company may lawfully disclose Inside Information in confidence, provided that all the conditions of art. 11 of Regulation (EU) No. 596/2014 and the related implementing provisions (including, in particular, Delegated Regulation (EU) 2016/960 and Implementing Regulation (EU) 2016/959) are met, as well as any further applicable legislation provisions on the matter.

## **7 CONFIDENTIALITY OBLIGATIONS OF THE RECIPIENTS OF THE PROCEDURE**

- 7.1 Without prejudice to as specifically provided for in this Procedure, it is strictly forbidden for anyone to give interviews to the press or make statements in general that contain specific Relevant Information or Inside Information, which has not been included in press releases or documents already made public.
- 7.2 All Recipients of the Procedure shall keep confidential all corporate documents and information, and in particular, any specific Relevant Information and Inside Information acquired in the performance of their duties and comply with this Procedure drafted for the external disclosure of such documents and information.

Confidentiality obligations are binding and must be observed at the Group level: therefore, the competent bodies of all Subsidiaries shall ensure that these obligations are observed by all employees and collaborators of all Subsidiaries.

- 7.3 Without prejudice to disclosure obligations to the public, specific Relevant Information and Inside Information may be disclosed in the exercise of normal working, professional activities or relevant function, to third parties, provided that the latter are bound by obligations of confidentiality regardless of the legislative, regulatory, statutory or contractual nature of these obligations.

Outside such cases (i.e., outside the normal exercise of an employment, profession or function), disclosure of Inside Information to third parties constitutes an unlawful disclosure of Inside



Information pursuant to art. 10 of Regulation (EU) No. 596/2014.

## **8 SANCTIONS**

- 8.1 Failure to comply with the obligations and prohibitions provided for by this Procedure shall entail liability under the applicable European and Italian laws and regulations.
- 8.2 The provisions of this Procedure are binding on the Recipients thereof.
- 8.3 In the event of non-compliance with the obligations of conduct and disclosure set forth in this Procedure by members of the administrative or control bodies of LU-VE or of its Subsidiaries, the Company may adopt sanctions, which will be established from time to time against the defaulting party on the basis of the seriousness of the breach and the person who committed it, through resolution of the Board of Directors of the Company and with the opinion of the Board of Statutory Auditors of the Company. Such measures may include:
- a) communication to the market of any violations committed (e.g. by the mention of the violation with the indication of its author in the management report of the Board of Directors of the Company related to the period in which the violation was committed or ascertained);
  - b) the proposal to the Shareholders' Meeting to revoke the defaulting party for just cause.
- 8.4 In the event of non-compliance with the obligations of conduct and disclosure set forth in this Procedure by employees of LU-VE or of its Subsidiaries, the non-compliant conduct of the defaulting parties may be relevant for the application of any sanctions, which may be imposed pursuant to the national collective labour agreement applicable to the same parties, including, in the most serious cases, dismissal and without prejudice to any other liabilities under the applicable laws and regulations.
- 8.5 For persons who perform their working and/or professional activity for LU-VE or its Subsidiaries and by virtue of a relationship other than employment, non-compliance with the obligations of conduct and disclosure set forth in this Procedure may, pursuant to the legal and contractual provisions governing the individual relationship, entail in the most serious cases termination – even without notice – or withdrawal from the relationship, without prejudice to any liabilities of a different nature under the applicable laws and regulations on the matter
- 8.6 In case of the Company incurs pecuniary sanctions as a result of a breach of the provisions on corporate information disclosure due to failure to comply with the provisions of this Procedure or with applicable European or Italian laws and regulations, the same Company shall also take action against the persons responsible for such breaches to obtain reimbursement of costs related to the payment of such sanctions, as well as compensation for any further damages, including damage to its image, suffered by the Company as a result of such non-compliance.

## **9 FINAL PROVISIONS**

- 9.1 The Company shall inform its employees, collaborators and consultants, as well as the delegated bodies of the companies of the Group of the publication of this Procedure on the website [www.luvegroup.com](http://www.luvegroup.com) and on the appropriate corporate portal. The delegated bodies of the companies of the Group shall in turn ensure that all employees, collaborators and consultants of the single company are made aware of the publication of this Procedure.

9.2 The CEO of the Company, also in his capacity as FGIP, may make amendments and/or additions to this Procedure and annexes thereto as may be necessary or appropriate *(i)* to bring the content of the Procedure in line with the applicable European and Italian laws and regulations and with the guidelines of the Supervisory Authority and ESMA, or *(ii)* as a result of changes in the organisational structure of the Company. In this case, the CEO shall inform the Board of Directors at the next board meeting.

Any amendment and/or supplement to this Procedure, in addition to those mentioned above, shall be approved by the Board of Directors on proposal of the CEO.

## **ANNEXES**

## Annex A

### Types of Relevant Information mapped by the Company

Without prejudice to the fact that the assessment of the relevance of the individual event or set of circumstances for the purposes of their identification as Relevant Information and/or Inside Information shall only be carried out on a case-by-case basis, the following is intended as a list of the types of Relevant Information mapped by the Company pursuant to paragraph 2.1 of this Procedure to facilitate the identification of specific Relevant Information and/or Inside Information:

1. information concerning the ownership structure (such as, for example, information on changes of control);
2. information concerning the composition of the *management* (including information relating to resignations and appointments of directors and/or statutory auditors of the Company, or changes in key managers);
3. information concerning management incentive plans;
4. information concerning the activities of the Auditing Firm (including information relating to the waiver of the appointment or the issuance of a qualified opinion, an adverse opinion or a disclaimer of opinion on the financial statements);
5. information concerning transactions on the share capital of the Company;
6. information concerning the issue of financial instruments by the Company and the characteristics of the financial instruments issued;
7. information concerning acquisitions and disposals of shareholdings, mergers, demergers, commercial joint ventures, etc;
8. information concerning purchase or sale of assets;
9. information concerning corporate restructuring and reorganisation;
10. information concerning transactions in the financial instruments of the Company, buy-back;
11. information concerning legal litigation (such as legal disputes, judicial and extrajudicial, which may have a significant impact on the economic and financial position of the Company or the Group);
12. revocation of bank credit facilities;
13. information relating to impairment/revaluations of assets or financial instruments in the portfolio;
14. information concerning patents, licences, inventions, rights, etc;
15. information concerning insolvencies of main debtors;
16. destruction of or damage to uninsured goods;
17. information concerning the performance of the Company and the Group;
18. information concerning changes in expected accounting results for the period (profit warning and earning surprise);
19. information concerning receipt or cancellation of important orders;

20. information concerning entry into (or exit from) new (geographic or product) markets;
21. approval and amendment of investment plans;
22. information concerning the dividend distribution policy.

Annex B

Potential assessment form on specific Relevant Information

REPORTING FOCIP:

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*(specify the reporting FOCIP)*

Description of the specific Relevant Information reported:

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Reasons why the reporting FOCIP considers the information to be Relevant Information:

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Attached documentation (if any) useful for the assessment:

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Any other FOCIP involved in the assessment:

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ASSESSMENT BY THE FGIP

Yes Specific Relevant Information     No Specific Relevant Information

Reason:

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Type of Relevant Information:

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Date and time when the information becomes specific Relevant Information:

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Code name of the specific Relevant Information:

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Place and date \_\_\_\_\_

Signature of the CEO (or Chairman of the Board of Directors)

\_\_\_\_\_

Annex C

Potential assessment form on specific Inside Information

REPORTING FOCIP:

\_\_\_\_\_

(specify the reporting FOCIP)

Description of the potential Inside Information to be assessed:

\_\_\_\_\_

\_\_\_\_\_

Type of Relevant Information (see mapping of the types of Relevant Information)

Information already qualified as specific Relevant Information:

Yes Code name of the specific Relevant Information \_\_\_\_\_

No

Reasons why the reporting FOCIP considers the information to be an Inside Information:

\_\_\_\_\_

\_\_\_\_\_

Attached documentation (if any) useful for the assessment:

\_\_\_\_\_

Any other FOCIP involved in the assessment:

\_\_\_\_\_

\_\_\_\_\_

**ASSESSMENT BY THE FGIP**

Yes Inside Information  No Inside Information

Reason:

\_\_\_\_\_

\_\_\_\_\_

[to be completed only in case of positive evaluation]

Date and time when the information becomes an Inside Information:

\_\_\_\_\_

Code name of the Inside Information:

\_\_\_\_\_

**FGIP'S DECISION ON MARKET DISCLOSURE OR DELAY ACTIVATION**

Disclose to the market the Inside Information

Activate the Delay Procedure pursuant to paragraph 5.2 of the Procedure for internal management and market disclosure of corporate information

Reason:

\_\_\_\_\_

\_\_\_\_\_

Place and date \_\_\_\_\_

Signature of the CEO (or Chairman of the Board of Directors)

\_\_\_\_\_