



**MEDIOBANCA**  
INTERNATIONAL (LUXEMBOURG) SA

# Regulations on Internal Dealing

**Ex Article 19 Market Abuse Regulation (Reg. EU 596/2014)**

April 2025



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## 1 Introduction

Mediobanca International Luxembourg S.A. (“**MBIL**”, the “**Bank**”, the “**Company**” or the “**Issuer**”) adopted these regulations in respect of internal dealing (the “**Regulations**”) pursuant to the EU and Luxembourg regulations on Market Abuse (Regulation EU n. 596/2014, Delegated Regulation EU n. 522/2016, Implementing Regulation EU n. 523/2016, and Luxembourg Law of 23 December 2016 on market abuse).

The Regulations, as lastly approved by the Board of directors of April 30, 2025 and published on the Bank's website, are intended to govern, with binding effect, behaviours and reporting requirements in respect of transactions executed, inter alia through intermediaries, by persons discharging managerial responsibilities (the “**Relevant Persons**” as further defined below) and by persons or entities closely associated with such Relevant Persons, involving debt instruments issued by the Company and derivative financial instruments or other financial instruments linked to them<sup>1</sup>.

### 1.1. Definitions

The following definitions are used in the Regulations:

**a) “Financial Instruments”:**

- I. Debt instruments issued by MBIL;
- II. Derivative financial instruments linked to debt instruments issued by MBIL;
- III. Other financial instruments linked to debt instruments issued by MBIL.

**b) “Relevant Persons”:**

- I. Members of the Board,;
- II. Members of senior management<sup>2</sup> who, although not forming part of the Board have regular access to inside information directly or indirectly concerning the Company and which have power to adopt management decision that can

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<sup>1</sup> Financial instruments issued by Parent Company, Mediobanca S.p.A., are not relevant under this regulation.

<sup>2</sup> Members of Credit Committee are included.



impact on MBIL future performance and prospects (i.e. "person discharging managerial responsibilities<sup>3</sup>");

III. Heads of control functions (Compliance, Internal Audit, and Risk Management).

**c) "Persons closely associated with Relevant Persons":**

- I. Spouse, or partner equivalent to spouse as defined by Luxembourg law, depending children as defined by national law, and the relatives who have shared the same household for at least one year as the date of the transaction;
- II. Entities, companies and trusts:
  - In which a Relevant Person or one of the other persons referred to in the foregoing letter c) I. has managerial responsibilities,
  - Controlled directly or indirectly by the Relevant Persons or person referred to under letter c) I.,
  - Whose economic interests are substantially equivalent to those of Relevant Persons or person referred to under letter c) I..

## **2 Circumstances under which Relevant Persons and persons closely associated with them are obliged to disclose transactions**

Each Relevant Person shall inform the Group Corporate Affairs Unit of the Parent Company within the terms and according to the methods laid down under section 3 hereunder about the transactions listed on an illustrative basis in Annex 1) hereto executed by themselves or by persons closely associated with them, directly or on their behalf, including through intermediaries, involving financial instruments.

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<sup>3</sup> Following art. 1(25) of the MAR, "person discharging managerial responsibilities" means a person within an issuer, an emission allowance market participant or another entity referred to in art. 19(10), who is: (a) a member of the administrative, management or supervisory body of that entity; or (b) a senior executive who is not a member of the bodies referred to in point (a), who has regular access to inside information relating directly or indirectly to that entity and power to take managerial decisions affecting the future developments and business prospects of that entity;



Transactions involving total amounts lower than the €20,000 threshold in the course of the calendar year or lower than a different threshold<sup>4</sup>, if set by the authorities responsible, are excluded. The amount of €20,000 or such different amount is calculated by adding, without netting, all the transactions executed by each Relevant Person and those carried out on behalf of persons closely associated with them.

### **3 Terms and methods of disclosure requirements for Relevant Persons and persons closely associated with them**

Relevant Persons shall inform Group Corporate Affairs, by the second business day following execution, of any subsequent transaction executed once a total amount of €20,000 has been reached within a calendar year.<sup>5</sup>

The Group Corporate Affairs Unit of Mediobanca S.p.A., with the support of MBIL's Compliance Unit, shall disclose the information received to the competent authority (CSSF)<sup>6</sup> and the general public by the end of the business day following receipt of the above information, according to the prescribed methods.

Such information is to be provided in writing by each Relevant Person according to the model attached as annex 2 hereto, to be sent to Group Corporate Affairs at the email address [groupcorporateaffairs@mediobanca.com](mailto:groupcorporateaffairs@mediobanca.com).

If, for whatever reason, it is not possible to communicate by email, such information may be sent to fax number (0039) 02-8829.550, having previously advised by phone at number (0039) 02-8829.303/659, or alternatively delivered by hand.

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<sup>4</sup> As defined by Article 19 of the MAR, a competent authority may decide to increase the threshold to € 50,000 or to decrease it to € 10,000.

<sup>5</sup> The notification includes any of the transactions provided for under section 2, irrespective of the amount involved, executed by themselves or by persons closely associated with them, directly or on their behalf, including through intermediaries (the term for providing notice of transactions carried out under the terms of an investment portfolio management account on an individual basis, in the event of their not being the result of instructions provided by the client, shall commence from the day in which the client receives notification of said transaction from the relevant intermediary).

<sup>6</sup> Refer to CSSF website <https://www.cssf.lu/en/market-abuse/#managers-transactions>



## 4 Restrictions on dealing

Relevant Persons may not execute transactions involving the financial instruments listed in this regulation, *inter alia* by means of an intermediary, on a proprietary basis or on behalf of third parties during the 30 days prior to the date on which the annual or interim (half-yearly or quarterly) financial statements of the Parent Company, as guarantor of the securities issued by MBIL, are announced to public (the "**Black-out Period**"), or in cases where such Relevant Persons have been entered in insider or watch lists for transactions involving the Parent Company.

The Board of Directors of MBIL shall be entitled to identify further periods and circumstances in and under which such transactions shall be subject to restrictions and conditions, by giving immediate notice to such effect to Group Corporate Affairs, MBIL's Compliance Unit and to Relevant Persons.

## 5 Exceptions to allow trading during a black-out period

The Chairman of the Board of Directors, having consulted with the Chief Compliance Officer, may authorize Relevant Persons, in writing, to trade or execute transactions on own account or for the account of third parties during the course of the black-out period:

- ◆ On a case-by-cases basis due to the existence of exceptional conditions, such as severe financial difficulty, which require the immediate sale of Financial Instruments; or
- ◆ Due to the characteristics of the trading involved for transactions made under, or related to, an employee share or saving scheme and employees' schemes concerning Financial Instruments.

The Chairman of the Board of Directors may be authorized in writing by the Chief Executive Officer, having consulted with the Chief Compliance Officer, to trade on own account or on behalf of third parties during the course of a black-out period in the cases described in the last paragraph.

Applications, suitably justified, must be addressed in writing to Group Corporate Affairs Unit.



Relevant Persons may also be authorized to trade or carry out operations on a proprietary basis or on behalf of third parties during a black-out period in cases where such trading operations or activities do not involve active investment decisions taken by the same relevant persons, or which derive exclusively from external factors or the actions of third parties, or otherwise constitute trading operations or activities, including the exercise of rights entailed by derivative instruments, based on predetermined conditions.

It is hereby understood that the exceptions described here in section 5 are nonetheless subject to the disclosure requirements set forth in the foregoing section 3.

## **6 Sanctions**

For administrative measures and sanctions contemplated in instances of failure to disclose the information described in the preceding paragraphs, reference is made to Article 12 of the Luxembourg Law of 23 December 2016, as well as to Article 30 of the MAR as amended by the EU Regulation 2024/2809, which provide:

- ◆ in respect of legal persons for maximum administrative pecuniary sanctions of at least 0.8% of the total annual turnover based on the most recent financial statements;
- ◆ in respect of a natural person, administrative fines of up to €500,000.

In addition to the provisions of the said articles, and without prejudice to MBIL's entitlement to claim for any damages and/or liability deriving to it as a result of breach of the Regulations, failure to comply with reporting requirements or dealing restrictions may result, for Relevant Persons employed, in the application of disciplinary measures provided for under contractual provisions currently in force, whereas for other Relevant Persons, the Board of Directors itself reserves the right to approve measures to be adopted, which shall be commensurate with the gravity of the breach committed.

## **7 Notices to Relevant Persons and to persons closely associated with Relevant Persons**

Group Corporate Affairs informs Relevant Persons that they have been included on the list of Relevant Persons, and of the obligations and restrictions ensuing from such inclusion. It is the



responsibility of the Relevant Persons to notify persons closely associated with them (cf. section 1.3 letter c.) of the existence of the terms and conditions under which such persons are bound to comply with the reporting requirements provided for by the Regulations and to keep a copy of such notification.

## **8 Updates to the Regulations and list of Relevant Persons and of persons closely associated with them**

Group Corporate Affairs, after consulting with the Compliance Unit, is responsible for updating the Regulations, submitting any amendments and additions to the Board of Directors.

Group Corporate Affairs Unit regularly checks and updates the list of Relevant Persons and persons closely associated with them, without prejudice to the Board of Directors' remit to identify strategic management as provided in section 1.3, letter b point II.

## **9 Acceptance of the Regulations**

Acceptance of the Regulations by each Relevant Person involves signing the form attached as annex 3 hereto. Group Corporate Affairs keeps a record of all statements through which Relevant Persons declare that they are fully familiar with and agree to the terms of the Regulations.





## **Annex I – Regulations on Internal Dealing**

### ***Transactions subject to notification requirements***

The following transactions relating, in respect of the Company, to its debt instruments or to derivatives or other financial instruments linked thereto executed by each Relevant Person (and the persons closely associated with them) on their own account are subject to notification requirements:

- a) pledging or lending financial instruments, by or on behalf of a Relevant Person or persons closely associated with the Relevant Person. In this connection it is not necessary to issue notification when financial instruments are pledged or subject to some other equivalent form of guarantee when the said financial instruments are deposited in a custody account, unless and as long as the pledge or other equivalent form of guarantee is designated to secure a specific credit facility;
- b) transactions executed on behalf of a Relevant Person or persons closely associated with Relevant Person, by parties which arrange or execute transactions on a professional basis, or by any other party, even in cases where discretion is exercised;
- c) transactions executed in connection with a life insurance policy<sup>7</sup> in which:
  - ◆ the policyholder is a Relevant Person or a person closely associated with Relevant Person;
  - ◆ the risk of investment is borne by the policyholder;
  - ◆ the policyholder has the power or discretion to take investment decisions regarding specific instruments contemplated by the life insurance policy concerned, or to execute transactions in respect of the specific instruments of such life insurance policy;
- d) acquisitions, sales, short-selling, subscriptions or exchanges of financial instruments;
- e) transactions in derivative instruments or instruments linked to them, including transactions with cash settlement;
- f) entering into a contract for difference relating to a financial instrument;
- g) acquisitions, sales or exercise of rights, including put and call options, and warrants;
- h) subscribing to a capital increase or to issuance of debt instruments issued by the Issuer;

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<sup>7</sup> As defined in directive 2009/138/EC.



- i) transactions in derivative instruments and financial instruments linked to a debt instrument issued by the Issuer, including credit default swaps;
- j) conditional transactions subject to the occurrence of conditions precedent and the actual execution of the transactions concerned;
- k) gifts and donations made or received and inheritances received;
- l) transactions executed in index-related products, baskets and derivative instruments, related to debt instruments issued by the Issuer if the percentage of the debt instruments issued by the Issuer in the indexes or baskets concerned is equal to or higher than 20%;
- m) transactions executed in investment fund stock units, including alternative investment funds (AIFs) in which the client knows or may know the composition of the investment funds and which are linked to debt instruments issued by the Issuer if the percentage of the debt instruments issued by the Issuer in the investment funds is equal to or higher than 20%;
- n) transactions executed by the manager of an AIF in which a Relevant Person or a party closely associated with Relevant Person has invested, if the AIF manager is not acting on the basis of an entirely discretionary mandate, if the percentage of the debt instruments issued by the Issuer in the investment funds is equal to or higher than 20%;
- o) transaction executed by third parties as part of an asset management mandate or an individual portfolio on behalf or in favour of Relevant Person or persons closely associated with them;
- p) borrowing or lending of debt instruments issued by the Issuer or derivative instruments or other financial instruments linked to them.



## Annex II – Form for notification/public disclosure of transactions<sup>8</sup>

<b>1.</b>	<b>Details of the person discharging managerial responsibilities/person closely associated</b>					
a)	Name <sup>1</sup>					
<b>2. Reason for the notification</b>						
a)	Position/status <sup>2</sup>					
b)	Initial notification/Amendment <sup>3</sup>					
<b>3.</b>	<b>Details of the issuer, emission allowance market participant, auction platform, auctioneer or auction monitor</b>					
a)	Name <sup>4</sup>	Mediobanca International (Luxembourg) S.A.				
b)	LEI <sup>5</sup>	549300DV870NBWY5W279				
<b>4.</b>	<b>Details of the transaction(s): section to be repeated for (i) each type of instrument; (ii) each type of transaction; (iii) each date; and (iv) each place where transactions have been conducted</b>					
a)	Description of the financial instrument, type of instrument <sup>6</sup>					
	Identification code <sup>7</sup>					
b)	Nature (acquisition vs disposal) and details of the transaction <sup>8</sup>					
c)	Price(s) and volume(s) <sup>9</sup>	<table border="1"> <tr> <th>Price(s)</th> <th>Volume(s)</th> </tr> <tr> <td></td> <td></td> </tr> </table>	Price(s)	Volume(s)		
Price(s)	Volume(s)					
d)	Aggregated information — Aggregated volume <sup>10</sup> — Price <sup>11</sup>					
e)	Date of the transaction <sup>12</sup>					
f)	Place of transaction (Name and MIC Code of the trading venue) <sup>13</sup>					
g)	Additional Information					

Date and signature \_\_\_\_\_

<sup>8</sup> The form is available on the CSSF's eRIIS portal.



<sup>1</sup> For natural persons: the first name and the last name(s). For legal persons: full name including legal form as provided for in the register where it is incorporated, if applicable.

<sup>2</sup> For persons discharging managerial responsibilities: the position occupied within the issuer, emission allowances market participant/auction platform/auctioneer/auction monitor should be indicated, e.g. CEO, CFO.

For persons closely associated:

- An indication that the notification concerns a person closely associated with a person discharging managerial responsibilities;
- Name and position of the relevant person discharging managerial responsibilities.

<sup>3</sup> Indication that this is an initial notification or an amendment to prior notifications. In case of amendment, explain the error that this notification is amending.

<sup>4</sup> Full name of the entity

<sup>5</sup> Legal Entity Identifier code in accordance with ISO 17442 LEI code.

<sup>6</sup> Indication as to the nature of the instrument:

- a share, a debt instrument, a derivative or a financial instrument linked to a share or a debt instrument;
- an emission allowance, an auction product based on an emission allowance or a derivative relating to an emission allowance.

<sup>7</sup> Instrument identification code as defined under Commission Delegated Regulation supplementing Regulation (EU) No 600/2014 of the European Parliament and of the Council with regard to regulatory technical standards for the reporting of transactions to competent authorities adopted under Article 26 of Regulation (EU) No 600/2014.

<sup>8</sup> Description of the transaction type using, where applicable, the type of transaction identified in Article 10 of the Commission Delegated Regulation (EU) 2016/522 adopted under Article 19(14) of Regulation (EU) No 596/2014 or a specific example set out in Article 19(7) of Regulation (EU) No 596/2014.

Pursuant to Article 19(6)(e) of Regulation (EU) No 596/2014, it shall be indicated whether the transaction is linked to the exercise of a share option programme.

<sup>9</sup> Where more than one transaction of the same nature (purchases, sales, lendings, borrows, ...) on the same financial instrument or emission allowance are executed on the same day and on the same place of transaction, prices and volumes of these transactions shall be reported in this field, in a two columns form as presented above, inserting as many lines as needed.

Using the data standards for price and quantity, including where applicable the price currency and the quantity currency, as defined under Commission Delegated Regulation supplementing Regulation (EU) No 600/2014 of the European Parliament and of the Council with regard to regulatory technical standards for the reporting of transactions to competent authorities adopted under Article 26 of Regulation (EU) No 600/2014.

<sup>10</sup> The volumes of multiple transactions are aggregated when these transactions:

- relate to the same financial instrument or emission allowance;
- are of the same nature;
- are executed on the same day; and
- are executed on the same place of transaction.

Using the data standard for quantity, including where applicable the quantity currency, as defined under Commission Delegated Regulation supplementing Regulation (EU) No 600/2014 of the European Parliament and of the Council with regard to regulatory



technical standards for the reporting of transactions to competent authorities adopted under Article 26 of Regulation (EU) No 600/2014.

<sup>11</sup> Price information:

- In case of a single transaction, the price of the single transaction;
- In case the volumes of multiple transactions are aggregated: the weighted average price of the aggregated transactions.

Using the data standard for price, including where applicable the price currency, as defined under Commission Delegated Regulation supplementing Regulation (EU) No 600/2014 of the European Parliament and of the Council with regard to regulatory technical standards for the reporting of transactions to competent authorities adopted under Article 26 of Regulation (EU) No 600/2014.

<sup>12</sup> Date of the particular day of execution of the notified transaction. Using the ISO 8601 date format: YYYY-MM-DD; UTC time.

<sup>13</sup> Name and code to identify the MiFID trading venue, the systematic internaliser or the organised trading platform outside of the Union where the transaction was executed as defined under Commission Delegated Regulation supplementing Regulation (EU) No 600/2014 of the European Parliament and of the Council with regard to regulatory technical standards for the reporting of transactions to competent authorities adopted under Article 26 of Regulation (EU) No 600/2014. In case the transaction is carried out OTC, the code XOFF shall be used.



## Annex III – Relevant Persons’ declaration form

To  
Mediobanca S.p.A.  
Group Corporate Affairs  
Piazzetta Enrico Cuccia, 1  
20121 Milan  
Italy

The undersigned ....., born in ..... on  
....., and resident in ....., Street ....., in  
her/his capacity as ..... [Director or person discharging managerial responsibilities, or  
Head of Internal control function] and qualifying as a “relevant person” under the terms of the Regulations  
on Internal Dealing adopted by Mediobanca International (Luxembourg) S.A. (the “Regulations”),

Hereby declares that

- ◆ She/he has received a copy of the aforementioned Regulations and has read the document carefully and accept its contents;
- ◆ She/he delegates Mediobanca S.p.A. and Mediobanca International (Luxembourg) S.A. to disclose to CSSF and the general public the notices required under the aforementioned Regulations;
- ◆ She/he undertakes to inform the persons “closely associated” with her/him of their reporting obligations under the aforementioned Regulations;
- ◆ the persons qualifying as “closely associated” with her/him are as follows:  
.....  
.....  
.....  
.....  
.....  
.....
- ◆ She/he has received the Bank's Information notice pursuant to Article 13 of Regulation EU 2016/679 and the existing national regulations on the protection of personal data.

The undersigned also hereby undertakes to give notice of any changes to the list of persons qualifying as “closely associated” with them.

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(Date and signature)