

Moleskine S.p.A.

**Management procedure for
the Insiders
Registry**

WHEREAS

Article 18 of Regulation (EU) no. 596/2014 of the European Parliament and European Union Council of 16 April 2014 relative to market abuse (*Market Abuse Regulation*) ("**MAR**") establishes an obligation for "issuers or any person acting on their behalf or on their account" to prepare, manage and update a registry "the "**Registry**") of persons with access to inside information, as defined under article 7, MAR ("**Inside Information**").

*"Inside information", means, pursuant to that indicated in the cited article 7 "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"*¹.

The requirements to prepare and maintain the Registry are aimed at creating an incentive for operators to pay greater attention to the value of Inside Information and, therefore, to create a drive to establish adequate internal procedures to monitor circulation of the same prior to it being made public knowledge. The regulations pursuant to article 18 MAR and the relative implementing regulations contained in Implementing Regulation (EU) 2016/347 of the European Commission of 10 March 2016 ("**ITS 347**") are also aimed at making it easier for the competent authorities to investigate cases of insider trading.

The provisions of this procedure (the "**Procedure**") shall be effective as of 3 July 2016. Any subsequent amendments and/or additions shall take place on the day the Procedure is published on the Company's website, or another day as foreseen under legal or regulatory provisions or in a resolution taken by the Board of Directors.

¹ Note that, pursuant to article 7, paragraph 2, MAR, information is 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". Therefore, it is necessary to indicate on the registry persons with access to inside information relative to both events or combinations of circumstances which have already occurred, as well as to events or combinations of circumstances which could reasonably occur.

1. OBLIGATIONS RELATIVE TO THE REGISTRY

1.1 Pursuant to article 18, paragraph 1, MAR, Moleskine S.p.A. (the “**Company**” or the “**Issuer**”):

- (a) prepares the Registry;
- (b) promptly updates the Registry pursuant to article 3 of this Procedure; and
- (c) sends the Registry to the competent Authority as soon as possible when requested.

1.2 The Registry must include all those: (i) who have access to inside information; (i) with which the Company has professional relationship (whether an employment contract or not); (ii) who have access to inside information when performing certain tasks (such as consultants, accountants or credit rating agencies).

2. ESTABLISHMENT OF THE REGISTRY

2.1 The Company establishes the Registry in compliance with that provided in article 18, MAR and in ITS 347.

2.2 The Issuer divides the Registry into distinct sections, one for each case of Inside Information² (the “**Individual Section**”). Every time a new piece of Inside Information is identified, a specific new Individual Section is added to the Registry. Each Individual Section shall only include details of individuals having access to the Inside Information relevant to that section. This is without prejudice to the Issuer's right to establish, if it determines it suitable, a specific Individual Section relative to an event and/or transaction also prior to the identification of a new piece of Inside Information.

2.3 The Company prepares and updates the Registry in electronic format, so as to guarantee confidentiality of the information contained therein at all times, as well as the accuracy of the same and access to previous versions of the Registry. This electronic format complies with Template 1 of Annex I to ITS 347, found in paper format under Annex "A" to this Procedure.

2.4 The Company may also decide to add a supplementary section to the Registry which includes the information for persons who have access to all Inside Information (the “**Permanent Section**” and the “**Permanent Insiders**”). This section is prepared in electronic format that complies with Template 2 of Annex I to ITS 347, found in paper format under Annex "B" to this Procedure. Permanent Insiders found in the Permanent Section are not listed in the Individual Sections of the Registry.

For the purposes of this Procedure, the subjects who hold the offices or roles indicated below shall be listed under the Permanent Section, when used by the Company:

² By way of example, a section shall be established for each contract, project, company or financial event, publication of financial statements or announcement of lower than expected profits, etc.

- (a) the Chairman, the CEO and the CFO.

Any additional subjects to be included in the Permanent Section, or to remove the same, they are identified by the Board of Directors or, in special and urgent cases, by the CEO. The names of the holders of permanent access to be entered, or, as applicable, to be removed, they are communicated to the Appointed Person, who proceeds to the timely recognition of these in the Permanent Section of the Registry, as stated in Article 3 of the Procedure.

- 2.5 Subjects inserted in the Registry (both in the Individual Section and the Permanent Section, jointly below, the "**Registered Subjects**") must in turn identify, to the extent of their knowledge: (a) those additional persons, within their own structure and/or corporate department within the Issuer or the Group of which it is the parent company who could have access to Inside Information, and (b) third party subjects who have a cooperative relationship with the Company (for example, the independent audit firm and/or legal or tax consultants, or advisors, etc.) who could have access to Inside Information clarifying, for both categories, whether these are subjects classifiable as Permanent Insiders and, as such, to be registered in the Permanent Section of the Registry, or subjects who do not always have access to all Inside Information, to be registered in an Individual Section of the Registry.

The Registered Subjects communicate to the Responsible Subject (as defined in article 3.1), pursuant to article 3.4, the names of the subjects identified pursuant to the above, who, having ascertained that these subjects must effectively be inserted in the Registry, promptly updates the Register with appropriate diligence, as better specified in article 3 of the Procedure.

3. MAINTAINING, CONSERVING AND UPDATING THE REGISTRY

- 3.1 Investor Relations of the Company (the "**Responsible Party**") is responsible for maintaining the Registry, seeing to additions and updates on the basis of information received from Registered Subjects or that they become aware of. In addition, they monitor the Inside Information contained in the Registry, verifying accuracy with the subjects indicated under article 2.5, who, in virtue of that foreseen in the same article and following the methods and criteria indicated therein, are assigned to send the Responsible Party information relative to the persons to be inserted in the Registry.

It shall be understood that the Registered Subjects are responsible for the quality of the information provided to the Responsible Party and are held to ensure completeness and prompt updates.

- 3.2 The Registry must be updated promptly when the following events occur:
 - (a) a change occurs regarding the reason a Registered Subject is included in the Registry;
 - (b) a new person has access to Inside Information and must be added to the Registry;
 - (c) a Registered Subject no longer has access to Inside Information.

Each update shall specify the date and time when the change triggering the update occurred.

- 3.3 Information relative to Registered Subjects is kept for five years after the moment the circumstances which led to insertion or updating occurred.
- 3.4 Communications made to the Responsible Party by the Registered Subjects and relative to insertions in the Registry pursuant to article 2.5 of the Procedure are sent in written form via email to ir@moleskine.com and must include all the information required for proper and full insertion and updating of the Registry pursuant to this Procedure. The Responsible Party adds the information received to the Registry. When the Responsible Party discovers that one or more pieces of information are missing, they contact the Registered Subjects, who must provide the missing information in a timely manner.
- 3.5 The Responsible Party informs interested parties of their insertion in the Registry and of any subsequent updates (including removal) in a timely manner and in any case no later than three business days after the event occurs. To that end, the Responsible Party delivers to the Registered Subjects or sends them (through a registered letter with return receipt, sent in advance by email, or by certified email) a specific communication (the “**Letter**”), which informs the Registered Subjects in regards to their insertion in the Registry (or of a subsequent update to the same), as well as - at the time of initial insertion - in regards to the legal and regulatory obligations which derive from this Procedure and sanctions applicable in the case it is violated. Two copies of this Procedure will be annexed to the aforementioned Letter (prepared in compliance with Annex "C" to this Procedure). Registered Subjects, within 3 business days of the delivery or receipt of the Letter, must communicate to the Responsible Party that they have received the information and send them a copy of the Procedure initialled on each page as a sign of full acceptance.
- 3.6 When the Procedure is initially applied, the terms established under article 3.5 for the actions under the responsibility of the Responsible Party take effect as of the date the Procedure takes effect, with reference to subjects already included in the Registry as of said date.

4. CONTENT OF REGISTRY ENTRIES AND RELATIVE UPDATES

- 4.1 Taking into account the sections which make up the Registry pursuant to article 2 (*i.e.* Individual Sections and a possible Permanent Section), the Responsible Party includes the following information in the Registry:
 - (A) date and time the section was created, meaning the date and time at which the Inside Information was identified;
 - (B) for each Registered Subject:
 - (i) date and time the person was added to the Registry, meaning the date and time at which the Registered Subject gained access to the Inside Information;

- (ii) the identity of the person who has access to the Inside Information
 - (a) in the case of a real person: their name, surname, professional and personal phone number (residence and personal mobile phone), date of birth, tax ID no, complete personal address (street, number, city, post/zip code, country), and email address for communications relative to the Procedure;
 - (b) in the case of a legal person, entity or professional association: company name, registered office and VAT no., as well as the information pursuant to letter (a) above relative to a reference person able to identify the persons (belonging to the legal person, entity or professional association or in any case associated with the same entity) who have access to Inside Information;
- (i) company with which they are associated and type of relationship with the Issuer;
- (ii) reason the person is inserted in the Registry;
- (iii) update and reason for updating the information found in the Registry;
- (iv) date and time of each update made to information already found in the Registry;
- (v) cancellation and reason for cancellation from the Registry;
- (vi) date and time the person was removed from the Registry, meaning the date and time at which the Registered Subject ceased to have regular access to the Inside Information.

5. USE OF PERSONAL INFORMATION

5.1 For the purposes of this Procedure, the Company must use certain personal information relative to the Registered Subjects. These subjects are therefore held to express their consent to the use of their respective personal information, by the Company or by the individuals responsible and/or appointed by the same, pursuant to and in accordance with Legislative Decree 196/2003, as amended, being aware of the following:

- (a) the purpose for and methods by which the information will be used;
- (b) the obligatory nature of the provision of the information;
- (c) the subjects and categories of subjects to which the information may be communicated and the area of circulation of said information;
- (d) their rights pursuant to article 7 of Legislative Decree 196/2003;
- (e) the name and surname, official name and domicile, residence or registered office of the data controller and data manager:
 - data controller: Moleskine S.p.A., with registered office in Milan, Viale Stelvio no. 66.

5.2 Upon delivery of the communication to the Responsible Party, duly signed by the Registered Subject, pursuant to article 3.5, consent is considered to have been validly expressed, pursuant to and for the purposes of Legislative Decree 196/2003.

6. **AMENDMENTS AND ADDITIONS**

6.1 The provisions found in this Procedure will be updated and/or added to under the responsibility of the Company's Board of Directors, taking into account the legal and regulatory provisions applicable, as well as experience acquired through application and market practices that develop on the subject.

6.2 If it becomes necessary to update and/or add individual provisions in the Procedure, as a consequence of amendments made to applicable legal or regulatory provisions, or based on specific requests coming from supervisory authorities, or in the case of proven urgency, this Procedure can be amended and/or added to under the responsibility of the Chairman of the Board of Directors or the CEO, with subsequent ratification of the amendments and/or additions by the Board of Directors at its next meeting.

* * *

Annexes:

- Annex "A": Template 1 of Annex I to ITS 347.
- Annex "B": Template 2 of Annex I to ITS 347.
- Annex "C": Model Letter.

Annex A

TEMPLATE 1 OF ANNEX I TO ITS 347

* * *

Insider list: section related to [Name of the deal-specific or event-based inside information]

Date and time (of creation of this section of the insider list, i.e. when this inside information was identified): [yyyy-mm-dd, hh:mm UTC (Coordinated Universal Time)]

Date and time (last update): [yyyy-mm-dd, hh:mm UTC (Coordinated Universal Time)]

Date of transmission to the competent authority: [yyyy-mm-dd]

First name of the insider	Surname of the insider	Birth surname of the insider (if different)	Professional telephone number(s) (work direct telephone line and work mobile numbers)	Company name and address	Function and reason for being insider	Obtained (the date and time at which a person obtained access to inside information)	Ceased (the date and time at which a person ceased to have access to inside information)	Date of birth	National identification number (if applicable)	Personal telephone numbers (home and personal mobile telephone numbers)	Personal full home address: street name; street number; city; post/zip code; country
[Text]	[Text]	[Text]	[Numbers (no spaces)]	[Address of issuers/emission allowance market]	[Text describing the role, function]	[yyyy-mm-dd, hh:mm UTC]	[yyyy-mm-dd, hh:mm UTC]	[yyyy-mm-dd]	[Number and/or text]	[Numbers (no spaces)]	[Text: detailed personal]

				participant/auction platform/auctioneer/auction monitor or third party of insider]	and reason for being on this list]						address of the insider —street name and street number — city — post/zip code — country]

ANNEX B

TEMPLATE 2, ANNEX I, ITS 347

* * *

Permanent insiders section of the insider list

Date and time (of creation of the permanent insiders section) [*yyyy-mm-dd, hh:mm UTC (Coordinated Universal Time)*]

Date and time (last update): [*yyyy-mm-dd, hh:mm UTC (Coordinated Universal Time)*]

Date of transmission to the competent authority: [*yyyy-mm-dd*]

First name(s) of the insider	Surname(s) of the insider	Birth surname(s) of the insider (if different)	Professional telephone number(s) (work direct telephone line and work mobile numbers)	Company name and address	Function and reason for being insider	Included (the date and time at which a person was included in the permanent insider section)	Date of birth	National Identification Number (if applicable)	Personal telephone numbers (home and personal mobile telephone numbers)	Personal full home address (street name; street number; city; post/zip code; country)
[Text]	[Text]	[Text]	[Numbers (no space)]	[Address of issuer/emission allowance market participant/auction platform/auction]	[Text describing role, function and reason]	[yyyy-mm-dd, hh:mm UTC]	[yyyy-mm-dd]	[Number and/or text]	[Numbers (no space)]	[Text: detailed personal address of the insider]

				eer/auction monitor or third party of insider]	for being on this list]						— Street name and number — City — Post/zip code — Country]
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ANNEX C

MODEL LETTER

* * *

[on Company letterhead]

[Dear Sir/Madam/Company [●]]

[address]

[by hand/by email]

Subject: Registration on the Insiders Registry

With this letter, we inform you that on [●], a entry was made in the "Insiders Registry" (the "**Registry**") established by Moleskine S.p.A. (the "**Company**") – in accordance with that established under Article 18 of Regulation (EU) no. 596/2014 of the Parliament and Council of the European Union of 16 April 2014 relative to market abuse (*Market Abuse Regulation*) ("**MAR**") and the relative implementation rules contained in the Implementing Regulation (EU) 2016/347 of the European Commission of 10 March 2016 – with reference to [●].

The "*Management procedure for the Insiders Registry*" (the "**Procedure**") is in effect as of 3 July 2016.

In regards to the concept of inside information, please refer to article 7 of MAR, provided in an annex to this letter, as well as the Inside Information Management Procedure published on the Company's website at www.moleskine.com.

As established in article 3.1 of the Procedure, the entity responsible for maintaining this Registry is Investor Relations.

Please provide the aforementioned Responsible Party with the detailed information found in article 4.1 to the Procedure.

The Company will be responsible for informing you when the entry is removed, with reference to [●], as well as any updates made to the same that involve you.

We invite you to read the regulations provided as an annex to this letter (*Regulatory appendix*) relative to the legal and regulatory obligations which derive from the Procedure and the applicable sanctions in the case of violation of the same, and any amendments or additions which may occur. These regulations can be easily accessed from the Consob website.

We inform you that in virtue of the role that you hold, confidentiality must be maintained in regards to inside information you become aware of through the completion of your activities and that you are held to not disseminate in any manner.

As a sign of acceptance, we ask you to send a duly signed copy of this letter, together with a copy of the annexed Procedure, initialled on each page as a sign of full acceptance, within 3 business days of receipt, using one of the following methods:

- registered letter with return receipt, sent to the address: Moleskine S.p.A. – Viale Stelvio no. 66 – 20159, Milan;
- email, sent to: ir@moleskine.com

[*place, date*]

Moleskine S.p.A.

Investor Relations

(*as the Responsible Party*)

Annexes:

- regulatory appendix;
- copy of the Procedure for the Registered Subject's files;
- copy of the Procedure to be returned, initialled on each page by the Responsible Party.

* * *

For full acceptance:

[●]

(*as the Registered Subject*)

Date: _____

Location: _____

REGULATORY APPENDIX

* * *

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

Chapter 2 - Inside information, insider dealing, unlawful disclosure of inside information and market manipulation

Article 7 MAR

Inside information

"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 issuers or 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.

In the case of participants in the emission allowance market with aggregate emissions or rated thermal input at or below the threshold set in accordance with the second subparagraph of Article 17(2), information about their physical operations shall be deemed not to have a significant effect on the price of emission allowances, of auctioned products based thereon, or of derivative financial instruments.

5. ESMA shall issue guidelines to establish a non-exhaustive indicative list of information which is reasonably expected or is required to be disclosed in accordance with legal or regulatory provisions in Union or national law, market rules, contract, practice or custom, on the relevant commodity derivatives markets or spot markets as referred to in point (b) of paragraph 1. ESMA shall duly take into account specificities of those markets”.

Article 18 MAR

Insider lists

“1. Issuers or any person acting on their behalf or on their account, shall:

a) draw up a list of all persons who have access to inside information and who are working for them under a contract of employment, or otherwise performing tasks through which they have access to inside information, such as advisers, accountants or credit rating agencies (insider list);

b) promptly update the insider list in accordance with paragraph 4; and

c) provide the insider list to the competent authority as soon as possible upon its request.

2. Issuers or any person acting on their behalf or on their account, shall take all reasonable steps to ensure that any person on the insider list acknowledges in writing the legal and regulatory duties entailed and is aware of the sanctions applicable to insider dealing and unlawful disclosure of inside information.

Where another person acting on behalf or on the account of the issuer assumes the task of drawing up and updating the insider list, the issuer remains fully responsible for complying with this Article. The issuer shall always retain a right of access to the insider list.

3. *The insider list shall include at least:*

- a) the identity of any person having access to inside information;*
- b) the reason for including that person in the insider list;*
- c) the date and time at which that person obtained access to inside information; and*
- d) the date on which the insider list was drawn up.*

4. *Issuers or any person acting on their behalf or their account shall update the insider list promptly, including the date of the update, in the following circumstances:*

- a) where there is a change in the reason for including a person already on the insider list;*
- b) where there is a new person who has access to inside information and needs, therefore, to be added to the insider list; and*
- c) where a person ceases to have access to inside information.*

Each update shall specify the date and time when the change triggering the update occurred.

5. *Issuers or any person acting on their behalf or on their account shall retain the insider list for a period of at least five years after it is drawn up or updated.*

6. *Issuers whose financial instruments are admitted to trading on an SME growth market shall be exempt from drawing up an insider list, provided that the following conditions are met:*

- a) the issuer takes all reasonable steps to ensure that any person with access to inside information acknowledges the legal and regulatory duties entailed and is aware of the sanctions applicable to insider dealing and unlawful disclosure of inside information; and*
- b) the issuer is able to provide the competent authority, upon request, with an insider list.*

7. *This Article shall apply to issuers who have requested or approved admission of their financial instruments to trading on a regulated market in a Member State or, in the case of an instrument only traded on an MTF or an OTF, have approved trading of their financial instruments on an MTF or an OTF or have requested admission to trading of their financial instruments on an MTF in a Member State.*

8. *Paragraphs 1 to 5 of the Article shall also apply to:*

- a) emission allowance market participants in relation to inside information concerning emission allowances that arises in relation to the physical operations of that emission allowance market participant;*
- b) any auction platform, auctioneer and auction monitor in relation to auctions of emission allowances or other auctioned products based thereon that are held pursuant to Regulation (EU) no. 1031/2010.*

9. *In order to ensure uniform conditions of application of this Article, ESMA shall develop draft implementing technical standards to determine the precise format of insider lists and the format for updating insider lists referred to in this Article.*

ESMA shall submit those draft implementing technical standards to the Commission by 3 July 2016.

Power is conferred on the Commission to adopt the implementing technical standards referred to in the first subparagraph in accordance with Article 15 of Regulation (EU) no. 1095/2010".

Chapter 5 - Administrative measures and sanctions

Article 30 MAR

Administrative sanctions and other administrative measures

"1. Without prejudice to any criminal sanctions and without prejudice to the supervisory powers of competent authorities under Article 23, Member States shall, in accordance with national law, provide for competent authorities to have the power to take appropriate administrative sanctions and other administrative measures in relation to at least the following infringements:

- a) infringements of Articles 14 and 15, Article 16(1) and (2), Article 17(1), (2), (4) and (5) and (8), Article 18(1) to (6), Article 19(1), (2), (3), (5), (6), (7) and (11), and Article 20(1); and
- b) failure to cooperate or to comply with an investigation, with an inspection or with a request as referred to in Article 23(2).

Member States may decide not to lay down rules for administrative sanctions as referred to in the first subparagraph where the infringements referred to in point (a) or point (b) of that subparagraph are already subject to criminal sanctions in their national law by 3 July 2016. Where they so decide, Member States shall notify, in detail, to the Commission and to ESMA, the relevant parts of their criminal law.

By 3 July 2016, Member States shall notify, in detail, the rules referred to in the first and second subparagraph to the Commission and to ESMA. They shall notify the Commission and ESMA without delay of any subsequent amendments thereto.

2. Member States shall, in accordance with national law, ensure that competent authorities have the power to impose at least the following administrative sanctions and to take at least the following administrative measures in the event of the infringements referred to in point (a) of the first subparagraph of paragraph 1:

- a) an order requiring the person responsible for the infringement to cease the conduct and to desist from a repetition of that conduct;
- b) the disgorgement of the profits gained or losses avoided due to the infringement insofar as they can be determined;
- c) a public warning which indicates the person responsible for the infringement and the nature of the infringement;
- d) withdrawal or suspension of the authorisation of an investment firm;

- e) a temporary ban of a person discharging managerial responsibilities within an investment firm or any other natural person, who is held responsible for the infringement, from exercising management functions in investment firms;
- f) in the event of repeated infringements of Article 14 or 15, a permanent ban of any person discharging managerial responsibilities within an investment firm or any other natural person, who is held responsible for the infringement, from exercising management functions in investment firms;
- g) a temporary ban of a person discharging managerial responsibilities within an investment firm or any other natural person, who is held responsible for the infringement, from dealing on its own account;
- h) maximum administrative pecuniary sanctions of at least three times the amount of the profits gained or losses avoided because of the infringement, when those can be determined;
- i) in respect of a natural person, maximum administrative pecuniary sanctions of at least:
 - i) for infringements of Articles 14 and 15, EUR 5 000 000 or in the Member States whose currency is not the euro, the corresponding value in the national currency on 2 July 2014;
 - ii) for infringements of Articles 16 and 17, EUR 1 000 000 or in the Member States whose currency is not the euro, the corresponding value in the national currency on 2 July 2014; and
 - iii) for infringements of Article 18, 19 and 20, EUR 500 000 or in the Member States whose currency is not the euro, the corresponding value in the national currency on 2 July 2014; and
- j) in respect of legal persons, maximum administrative pecuniary sanctions of at least:
 - i) for infringements of Articles 14 and 15, EUR 15 000 000 or 15% of the total annual turnover of the legal person according to the last available accounts approved by the management body, or in the Member States whose currency is not the euro, the corresponding value in the national currency at 2 July 2014;
 - ii) for infringements of Articles 16 and 17, EUR 2 500 000 or 2% of its total annual turnover according to the last available accounts approved by the management body, or in the Member States whose currency is not the euro, the corresponding value in the national currency at 2 July 2014; and
 - iii) for infringements of Articles 18, 19 and 20, EUR 1 000 000 or in the Member States whose currency is not the euro, the corresponding value in the national currency on 2 July 2014.

Reference to the competent authority in this paragraph are without prejudice to the ability of the competent authority to exercise its functions in any ways referred to in Article 23(1).

For the purposes of points (j)(i) and (ii) of the first subparagraph, where the legal person is a parent undertaking or a subsidiary undertaking which is required to prepare consolidated financial accounts pursuant to Directive 2013/34/EU, the relevant total annual turnover shall be the total annual turnover or the corresponding type of income in accordance with the relevant accounting directives - Council Directive 86/635/EEC for banks and Council Directive 91/674/EEC for insurance companies — according

to the last available consolidated accounts approved by the management body of the ultimate parent undertaking.

3. Member States may provide that competent authorities have powers in addition to those referred to in paragraph 2 and may provide for higher levels of sanctions than those established in that paragraph”.

Article 31 MAR

Exercise of supervisory powers and imposition of sanctions

“1. Member States shall ensure that when determining the type and level of administrative sanctions, competent authorities take into account all relevant circumstances, including, where appropriate:

a) the gravity and duration of the infringement;

b) the degree of responsibility of the person responsible for the infringement;

c) the financial strength of the person responsible for the infringement, as indicated, for example, by the total turnover of a legal person or the annual income of a natural person;

d) the importance of the profits gained or losses avoided by the person responsible for the infringement, insofar as they can be determined;

e) the level of cooperation of the person responsible for the infringement with the competent authority, without prejudice to the need to ensure disgorgement of the profits gained or losses avoided by that person;

f) previous infringements by the person responsible for the infringement; and

g) measures taken by the person responsible for the infringement to prevent its repetition.

2. In the exercise of their powers to impose administrative sanctions and other administrative measures under Article 30, competent authorities shall cooperate closely to ensure that the exercise of their supervisory and investigative powers, and the administrative sanctions that they impose, and the other administrative measures that they take, are effective and appropriate under this Regulation. They shall coordinate their actions in accordance with Article 25 in order to avoid duplication and overlaps when exercising their supervisory and investigative powers and when imposing administrative sanctions in respect of cross-border cases”.

Article 34 MAR

Publication of decisions

“1. Subject to the third subparagraph, competent authorities shall publish any decision imposing an administrative sanction or other administrative measure in relation to an infringement of this Regulation on their website immediately after the person subject to that decision has been informed of that decision.

Such publication shall include at least information on the type and nature of the infringement and the identity of the person subject to the decision.

The first subparagraph does not apply to decisions imposing measures that are of an investigatory nature.

Where a competent authority considers that the publication of the identity of a legal person subject to the decision, or of the personal data of a natural person, would be disproportionate following a case-by-case assessment conducted on the proportionality of the publication of such data, or where such publication would jeopardise an ongoing investigation or the stability of the financial markets, it shall do any of the following:

- a) defer publication of the decision until the reasons for that deferral cease to exist; or*
- b) publish the decision on an anonymous basis in accordance with national law where such publication ensures the effective protection of the personal data concerned;*
- c) not publish the decision in the event that the competent authority is of the opinion that publication in accordance with point (a) or (b) will be insufficient to ensure:
 - i) that the stability of financial markets is not jeopardised, or*
 - ii) the proportionality of the publication of such decisions with regard to measures which are deemed to be of a minor nature.**

Where a competent authority takes a decision to publish a decision on an anonymous basis as referred to in point (b) of the third subparagraph, it may postpone the publication of the relevant data for a reasonable period of time where it is foreseeable that the reasons for anonymous publication will cease to exist during that period.

2. Where the decision is subject to an appeal before a national judicial, administrative or other authority, competent authorities shall also publish immediately on their website such information and any subsequent information on the outcome of such an appeal. Moreover, any decision annulling a decision subject to appeal shall also be published.

3. Competent authorities shall ensure that any decision that is published in accordance with this Article shall remain accessible on their website for a period of at least five years after its publication. Personal data contained in such publications shall be kept on the website of the competent authority for the period which is necessary in accordance with the applicable data protection rules”.

** * **

Commission Implementing Regulation (EU) 2016/347 of 10 March 2016 ("ITS 347")

Article 1

Definitions

“For the purposes of this Regulation, the following definition shall apply:

'electronic means' are means of electronic equipment for the processing (including digital compression), storage and transmission of data, employing wires, radio, optical technologies, or any other electromagnetic means."

Article 2

Format for drawing up and updating the insider list

"1. Issuers, emission allowance market participants, auction platforms, auctioneers and auction monitors, or any person acting on their behalf or on their account, shall ensure that their insider list is divided into separate sections relating to different inside information. New sections shall be added to the insider list upon the identification of new inside information, as defined in Article 7 of Regulation (EU) no. 596/2014.

Each section of the insider list shall only include details of individuals having access to the inside information relevant to that section.

2. The persons referred to in paragraph 1 may insert a supplementary section into their insider list with the details of individuals who have access at all times to all inside information ('permanent insiders').

The details of permanent insiders included in the supplementary section referred to in the first subparagraph shall not be included in the other sections of the insider list referred to in paragraph 1.

3. The persons mentioned in paragraph 1 shall draw up and keep the insider list up to date in an electronic format in accordance with Template 1 of Annex I.

Where the insider list contains the supplementary section referred to in paragraph 2, the persons referred to in paragraph 1 shall draw up and keep that section updated in an electronic format in accordance with Template 2 of Annex I.

4. The electronic formats referred to in paragraph 3 shall at all times ensure:

a) the confidentiality of the information included by ensuring that access to the insider list is restricted to clearly identified persons from within the issuer, emission allowance market participant, auction platform, auctioneer and auction monitor, or any person acting on their behalf or on their account that need that access due to the nature of their function or position;

b) the accuracy of the information contained in the insider list;

c) the access to and the retrieval of previous versions of the insider list.

5. The insider list referred to in paragraph 3 shall be submitted using the electronic means specified by the competent authority. Competent authorities shall publish on their website the electronic means to be used. These electronic means shall ensure that completeness, integrity and confidentiality of the information are maintained during the transmission."

Article 3

SME growth market issuers

"For the purposes of Article 18(6)(b) of Regulation (EU) no. 596/2014, an issuer whose financial instruments are admitted to trading on an SME growth market shall provide the competent authority, upon its request, with an insider list in accordance with the template in Annex II and in a format that ensures the completeness, integrity and confidentiality of the information are maintained during the transmission."

Article 4

Entry into force

"This Regulation shall enter into force on the day following that of its publication in the Official Journal of the European Union.

It shall apply from 3 July 2016."

