

FEES APPLIED TO ISSUERS

Applicable from July 2020



MONTETITOLI

A EURONEXT COMPANY

TABLE OF CONTENTS

- 1 Guidelines on application of fees 3**
 - 1.1 Fees of the Notary Service..... 3**
 - 1.1.1 Participation fees 3
 - 1.1.2 Participation profile management fee..... 4
 - 1.1.3 Admission fee for bonds and similar financial instruments 4
 - 1.2 Fees applied for corporate actions..... 5**
 - 1.3 Reductions and discounts 6**
- 2 Notary service 7**
 - 2.1 Participation fees 7**
 - 2.2 Participation profile management 7**
 - 2.3 Admission fee for bonds and similar financial instruments..... 7**
 - 2.4 Fee for multiple-vote or increased vote shares..... 8**
- 3 Support service for processing of corporate actions 9**
 - 3.1 Corporate actions on shares and similar financial instruments..... 9**
 - 3.2 Payment on covered warrants and certificates..... 9**
- 4 Financial instrument’s holder identification..... 10**
- 5 Client fee settlement service (RCC) 10**
- 6 Connectivity services..... 10**
 - 6.1 MT-X workstation 10**
- 7 Miscellaneous items 11**

1 GUIDELINES ON APPLICATION OF FEES

The fee schedule is structured to assist clients in easily reconciling their invoices. A specific reference code identifies each fee allowing clients to quickly and easily check the invoiced amounts.

Fees are applied to corporate issuers and are expressed in euro and subject to VAT in the case established by law. Unless otherwise specified, fees are calculated and invoiced monthly, based on volumes recorded during the relevant month whilst annual fees are invoiced at the beginning of each year or in the month of adhesion or admission to the concerned service or functionality. Annual fees are fully due also in case of activation or withdrawal during the period of reference. Participation fees and financial instrument admission fees applied to companies issuing asset backed securities are invoiced on a delayed six-monthly basis.

Fees are debited with a value date corresponding to the 30th day after the date of the invoice through SEPA procedure. Invoiced fees are not reimbursable if the participant recedes before the term of the reference period.

1.1 Fees of the Notary Service

1.1.1 Participation fees

Participation fees are applied:

- separately to clients issuing bonds and similar instruments (certificates of deposits, commercial papers, etc.) and to clients issuing shares and similar financial instruments ((warrant, funds, etc.).
- -at the beginning of each semester (January and July of each year) and, in case of adhesion during a semester on a monthly pro-rata basis in the month of adhesion (the fee is calculated from the month of the adhesion to the end of the semester);
- also in case of account crediting failure of the issue account, on condition that a least one financial instrument is admitted;
- as a fixed amount, except for clients issuing listed shares for whom a sliding scale structure with a minimum and maximum fee is applied.

Here under an example of application of the fee for clients issuing listed shares:

- capitalization value (of first listing or of the previous semester period) equal to € 6,500,000,000;
- in case of first listing/admission carried out on April 20th, the participation fee is invoiced in the month of April for an amount equal to € 2,325, for a three- month period (from April to June), calculated as follows: $\{[(5,000,000,000/1,000,000,000)$

$$x \text{ € } 750.00 + [(6,500,000,000 - 5,000,000,000) / 1,000,000,000] \times \text{ € } 600.00 / 6 \} * 3 \\ = \text{ € } 2,325.$$

- in case of an already listed, the semester participation fee is equal to € 4,650.00, calculated as follows: $(5,000,000,000 / 1,000,000,000) \times \text{ € } 750.00 + [(6,500,000,000 - 5,000,000,000) / 1,000,000,000] \times \text{ € } 600.00 = \text{ € } 4,650.00.$

1.1.2 Participation profile management fee

The fee for the ordinary management of the participation profile is applied to the following set up and related changes in CLIMP:

- full configuration (static data, services, parties, accounts and connectivity) on behalf of the participant through a nonurgent procedure
- request of the BIC code to SWIFT on client behalf
- anticipation of the validity date of the BIC code (assigned by SWIFT) in T2S
- set up and changes of static data (parties, accounts, etc.)
- set up and changes of agent banks in T2/T2S.

In case of intervention according to the ordinary time and without any Monte Titoli extraordinary effort the fee is not applied.

The fee for the urgent management of the participation profile is applied for the following configuration and change in CLIMP:

- full configuration of the issuer (general data, services, accounts and connectivity) on behalf of the client through urgent procedure.

1.1.3 Admission fee for bonds and similar financial instruments

Issuers, which are part of a group with the concerned parent company participating in Monte Titoli as issuer, may choose one of the two following options for the application of the admission fee for bonds and similar financial instruments:

- 1st option: application of the fee to the issuer of the financial instrument
- 2nd option: application of the fee, based on the same regressive structure, to the parent company of the group of which the issuer is part with the counting of the issues subject to admission at group level under the following conditions:
 - The parent company shall send a certification, filled in according to a template defined by Monte Titoli and reporting the list of entities which have given their consent to the application of the 2nd option;
 - The list of entities jointly with the parent company represent the "group" at the level of which the financial instruments subject to admission are counted for the application of the fee according to the regressive structure.

The request for the application of the 2nd option as well as any change in the “group” composition shall be communicated by the 15th day of each month and is effective:

- from the first day of the month of the communication if the list or the related change is effective before the 16th day of the month of the communication;
- from the first day of the month following the communication if the list or the related change is effective after the 15th day of the month of the communication.

1.2 Fees applied for corporate actions

Fees for corporate actions are applied according the following criteria:

- in case of corporate action on the same value date, on more kinds of financial instrument, the fixed fee is debited to the issuer only once, regardless of the number and the type of securities involved;
- the account computation to calculate the variable fee and the cap is based on the sum of the moved accounts for each kind of financial instruments, excluded rights;
- for continuously managed corporation actions (warrant exercise and conversion) the issuer is debited with the fixed annual fee at the first start, at the beginning of every solar year and at the closing of each operation, with the variable fee for every execution;
- in case of payment of previous dividends or dividend reversal the fixed fee is not debited to the issuer while the variable one is applied for each execution;

Fees are applied at the end of the month in which the relative operations take place.

The corporate actions fees¹ not explicitly mentioned in this document (e.g.: the merger between an Italian and another country company) will be evaluated by Monte Titoli in light of the complexity and operational risk associated and will be object of a specified commercial offering.

For example, the free capital increase of a company that involves 280 intermediary accounts, the calculation is as follows:

$$\text{Fixed fee+ (variable fee x number of accounts)} = 400 + (30 \times 280) = \text{€ } 8,800.00.$$

Fees for payments on covered warrants and certificates are applied as follows:

- the annual fee is applied each year when the first mandate for the payment is given and on a monthly prorata basis in case the first mandate is given after the first month of the year; in case more issuers of the same group ask Monte Titoli for the payment management the fee is applied to one issuer of the group only.
- the unit fee is applied to each payment event.

¹ For example, the merger between an Italian and a foreign company

1.3 Reductions and discounts

The following reductions are applied to fees of the Notary Service:

- companies issuing shares listed on AIM market benefit from a reduction of 20% on the amounts of participation fees;
- companies issuing exclusively mini-bonds listed on ExtraMOT PRO benefit from a reduction of 50% on the amount of participation fees (invoiced with invoicing code BI0001a).

2 NOTARY SERVICE

The service provides for the application of fees separately to issuers of bonds and similar financial instruments and to issuers of shares and similar financial instruments.

2.1 Participation fees

The participation fees include the contract management, the management of contractual activities and of the issuer account, the end of day account reconciliation and the real time account reporting and compliance activities under Monte Titoli's competence.

Issuers of corporate bonds and similar financial instruments		Semester amount	Invoicing Code
Fee		750.00	BI0001
Issuers of shares listed on Borsa Italiana markets		Semester amount	Invoicing Code
Capitalization value ²		For each 1.000.000.000 of capitalization	AM0001
From	To		
0	5,000,000,000	750.00	
5,000,000,001	10,000,000,000	600.00	
10,000,000,001	above	500.00	
Minimum fee		750.00	
Maximum fee		50,000.00	
Issuers of not listed shares or issuers of warrants, funds and similar financial instruments		Semester amount	Invoicing Code
Fee		600.00	AM0002

2.2 Participation profile management

	Amount	Invoicing Code
Participation profile management (CLIMP)	350.00	SA0107
Participation profile management – urgent (CLIMP)	1,500.00	SA0108

2.3 Admission fee for bonds and similar financial instruments

The fee includes consultancy and preliminary investigation on new financial instruments issuing eligibility, financial instruments census, registry information updating and

² The capitalization value is calculated considering all types of issued shares; the capitalization value is represented by the average capitalization value of the previous semester or, in case of first listing, the value of first listing or admission, as calculated by Borsa Italiana and indicated in the document "Listing and Admissione Fees" available on its website.

dynamic data management, the account crediting and the management of the payments of interests and capital redemptions till financial instrument expiration.

The fee is invoiced at the admission of each financial instrument to the system in a regressive way connected to the number of issuing operation performed by each single issuer in the solar year as indicated below, also in case of account crediting failure.

	From	To	Amount	Invoicing Code
Number of issuing operations during the year	1	5	450.00	BI0002
	6	10	250.00	
	11	25	125.00	
	26	50	25.00	
	51	100	10.00	
	101	above	5.00	

2.4 Fee for multiple-vote or increased vote shares

The annual fee includes the admission of share allowing multiple-vote or increased vote and the connected management, reporting activities included

	Amount	Invoicing Code
Annual fee for multiple-vote or increased vote shares	3,000.00	SA0106

3 SUPPORT SERVICE FOR PROCESSING OF CORPORATE ACTIONS

3.1 Corporate actions on shares and similar financial instruments

The fee structure on corporate actions is based on two main components:

- a fixed fee, applied to any single corporate action and including the management of the assignment/mandate of the workflow on IT platform, the issuance of service notices and updates, the transaction reporting (securities, interim securities, cash settlement, etc.) and updates, the standard operational assistance to the issuer through every stage of the transaction
- a variable fee, applied on the basis of the number of intermediation accounts which are involved in the operation, with a maximum of 400 accounts (cap) and including activities carried out by Monte Titoli on the accounts of the intermediaries involved in the corporate action.

	Fees		Invoicing code	
	Fixed fee for corporate action	Variable fee for account	Fixed fee	Variable fee
Merger/ Spin off	1,000.00	60.00	FF0001	FV0001
Capital Increase ad warrant exercise	500.00	50.00	FF0002	FV0002
Free Capital Increase	400.00	30.00	FF0003	FV0003
Dividend	400.00	20.00	FF0004	FV0004
Dvidend with option	1,000.00	50.00	FF0008	FV0008
Free corporate action	300.00	20.00	FF0005	FV0005
General shareholders meeting – different from the annual ones for balance sheet approval-	250.00	0.00	FF0007	

3.2 Payment on covered warrants and certificates

	Amount	Invoicing code
Annual fee	18,000.00	FCA001
Unit fee (each payment event)	30.00	FP0001

The annual fee includes also the management of tax fulfilments connected to covered warrants and certificates subject to Section 871(m) Internal Revenue Code.

4 FINANCIAL INSTRUMENT'S HOLDER IDENTIFICATION

	Fee	Invoicing code
Shareholder's identification	250.00	FF0006

5 CLIENT FEE SETTLEMENT SERVICE (RCC)

The following fees apply for the calculation, reporting, adjustment and cash settlement of accrued fees on each intermediary's securities account and for a specific corporate event:

Issuers with interactive access to the service (via MT-X)	Fee	Invoicing Code
Payment of dividend and other corporate action ³	9.00	RC0014
Shareholder meeting and shareholders identification	5.00	RC0015
Issuers with no interactive access to the service	Fee	Invoicing Code
Payment of dividend and other corporate actions ⁴	6.00	RC0016
Shareholder meeting and Shareholders identification	3.50	RC0017

6 CONNECTIVITY SERVICES

The costs of messages from/to issuer and Monte Titoli via RNI, SIANet e SWIFT are borne by issuers and are directly debited by SIA and SWIFT.

6.1 MT-X workstation

	Annual fee	Invoicing Code
First workstation	85.00	MX0029
Additional workstation	145.00	MX0009

If the participant asks to access MT-X through workstations with network sharing methods, possibly implying hardware and/or software ad hoc installations, Monte Titoli informs the participant about installation and maintenance conditions with a specific quotation.

³ For continuously managed operations the fee is applied for each execution

⁴ For continuously managed operations the fee is applied for each execution

7 MISCELLANEOUS ITEMS

The following fees are applied per document, period (day or month), ISIN code, instruction even if a sole request is done.

	Amount	Invoicing Code
Duplicate (invoices, contracts and related annexes, service disposals, document in electronic format, etc.) requested by the issuer – for each request	20.00	SA0084
Contribution for administrative processing applies to each instruction sent to Monte Titoli in paper format where a corresponding telematic message exists	50.00	SA0094
Enquiry implying an administrative and/or IT intervention requiring the consultation of paper or information systems archives – for each request ⁵	100.00	CR0001
Enquiry implying an administrative and/or IT intervention requiring data extracting and processing (administrative and/or IT) – for each request ⁶	200.00	CR0002
Additional fee for the management of mandates/communications sent over the expected deadline	500.00	SA0103
Issue of certification required by law	150.00	SA0104
Invoicing details in electronic format	10.00	CR0003
Customized request	Specific quote (case by case)	CONSUL
Out of pocket (legal and administrative expenses etc.)	Variable (as relevant)	CONSUL

⁵ The request shall be in written form, also via e-mail

⁶ The request shall be in written form, also via e-mail



MONTETITOLI

A EURONEXT COMPANY

www.montetitoli.com