

# INTERNAL DEALING PROCEDURE

## INDEX OF REVISIONS

REV.	DATE	SUBJECT	DRAFTED BY	APPROVED BY
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## TABLE OF CONTENTS

FOREWORD	3
1. DEFINITIONS	3
2. REGULATORY FRAMEWORK	4
3. OBJECTIVES	4
4. INTERESTED PERSONS	5
5. RELEVANT TRANSACTIONS	6
6. RULES OF CONDUCT	7
7. TERMS, CONTENTS AND PROCEDURES FOR COMPULSORY COMMUNICATION	8
7.1. Identification of the Interested Persons and Communication of the Related Obligations	8
7.2. Terms of Notification	9
7.3. Contents and Procedures for Notification	9
8. BLACKOUT PERIODS	10
8.1. Prohibition on Trading During Blackout Periods	10
8.2. Exceptions to the Prohibition of Trading During Blackout Periods	10
9. FINAL PROVISIONS	11
9.1. Dissemination of the Procedure	11
9.2. Breaches of the Procedure – Sanctions	11
9.3. Revisions and Amendments	11
ANNEX I – FORMAT OF INTERNAL DEALING REGISTER	12
ANNEX II – REPORTING TEMPLATE FOR NOTIFYING THE RELEVANT PERSONS OF THE OBLIGATIONS IMPOSED ON THEM	13
ANNEX III – REPORTING TEMPLATE FOR COMPILATION OF THE INTERNAL DEALING REGISTER	14
ANNEX IV – REPORTING TEMPLATE THAT RELEVANT PERSONS MAY USE FOR NOTIFYING TO THE CLOSELY ASSOCIATED PERSONS THE OBLIGATIONS APPLICABLE TO THEM	18
ANNEX V – REPORTING TEMPLATE FOR NOTIFYING THE PUBLIC OF TRANSACTIONS PERFORMED BY THE RELEVANT PERSONS	19
ANNEX VI – PROXY FORM	22

## FOREWORD

Kedrion S.p.A., a company incorporated under the laws of Italy, is issuer of debt securities listed on the Irish Stock Exchange and as such is required to comply with the Market Abuse Regulations. Kedrion S.p.A. has adopted the following procedure that governs the reporting obligations in relation to transactions involving financial instruments made by the Relevant Persons in order to prevent potential unlawful behaviour.

The Relevant Persons (as defined in this procedure) are required to:

- (i) Identify the Closely Associated Persons (as defined below) and communicate their data to Kedrion S.p.A. The Company shall use this information to establish and maintain a register of Relevant Persons and Closely Associated Persons;
- (ii) Inform the Closely Associated Persons of their obligations under this procedure;
- (iii) Disclose and ensure that the Closely Associated Persons disclose to the Company and CONSOB the details of any Relevant Transactions (as defined below) in relation to the listed debt instruments issued by Kedrion S.p.A.;
- (iv) Abstain from performing Relevant Transactions for their own account or on behalf of third parties, directly or indirectly, during so-called blackout periods, i.e. within the 30 days preceding the announcement of the financial statements.

Generally, all those who are in possession of Inside Information are prohibited from performing transactions on Relevant Financial Instruments, during the period in which they are in possession of such information.

There is abuse of Inside Information when a person in possession of Inside Information uses said information for acquiring or disposing of, for his own account or on behalf of third parties, directly or indirectly, the Financial Instruments to which the information relates. The use of that information for cancellation or modification of an order concerning a Financial Instrument to which the information relates is considered abuse of Inside Information, if the order was placed before the person concerned came into possession of the Inside Information.

## 1. DEFINITIONS

**“Competent Authority”**: means the administrative authority designated by each EU Member State, called upon to ensure that the provisions of the Market Abuse Regulation (MAR) are correctly applied.

**“Blackout Period”**: has the meaning attributed in paragraph 8.1 of this Procedure.

**“Kedrion Group”**: means, collectively, Kedrion S.p.A and its Subsidiaries.

**“Kedrion”** or the **“Company”**: means Kedrion S.p.A.

**“Market Abuse Regulation (MAR)”**: has the meaning attributed in paragraph 2 of this Procedure.

**“Transactions”**: has the meaning attributed in paragraph 8.1 of this Procedure.

**“Relevant Transactions”**: has the meaning attributed in paragraph 5 of this Procedure.

**“Closely Associated Persons”**: has the meaning attributed in paragraph 4.1 of this Procedure.

**“Procedure”**: means the internal dealing procedure.

**“Insider Dealing Register”** has the meaning attributed in paragraph 7.1.1 of this Procedure.

**“Register Manager”**: has the meaning attributed in paragraph 7.1.1 of this Procedure.

**“Subsidiaries”**: companies in Italy and abroad, in relation to which Kedrion: a) has the majority of the voting rights exercisable at the ordinary shareholders’ meeting; b) has sufficient votes to exercise a dominant influence at the ordinary shareholders’ meeting; c) has the right, by virtue of a contract or a statutory clause, to exercise a dominant influence when the applicable law permits said contracts or clauses; d) on the basis of agreements with other shareholders, has enough own votes to exercise a dominant influence at the ordinary shareholders’ meeting. In order to identify a relationship of control, the rights held by Subsidiaries or exercised through trustees or nominees of Kedrion are considered.

**“Interested Persons”** has the meaning attributed in paragraph 3.2 of this Procedure.

**“Relevant Persons”** has the meaning attributed in paragraph 4.1 of this Procedure.

**“Relevant Financial Instruments”** has the meaning attributed in paragraph 5 of this Procedure.

The definitions in the preceding paragraph and any other terminology used in this Procedure are to be interpreted and applied with reference to the provisions of the regulation in force at the time.

## 2. REGULATORY FRAMEWORK

2.1. For the purpose of this Procedure, the following regulatory framework has been taken into account:

- **Market Abuse Regulation (MAR)**: Regulation (EU) No. 596/2014 of the European Parliament and Council, issued on 16 April 2014, on market abuse and the relative implementing and delegated acts;
- **Regulation 2016/522**: the Regulation delegated by the Commission, issued on 17 December 2015, supplementing the MAR, inter alia, in relation to the types of transactions conducted by persons engaged in administrative, supervisory and management duties subject to notification;
- **Regulation 2016/523**: the Regulation of execution of the Commission, issued on 10 March 2016, laying down implementing technical standards with regard to the format and template for notification and communication to the public of transactions performed by persons engaged in administrative, supervisory and management duties in accordance with the MAR;
- **TUF**: the Consolidated Law on Financial Intermediation (Legislative Decree No. 58, of 24/02/1998 and subsequent amendments and additions);
- **Model 231**: the Organisational, Management and Control Model adopted by Kedrion S.p.A., pursuant to the provisions of Legislative Decree No. 231/2001;
- **Code of Ethics**: the code of ethical conduct adopted by Kedrion S.p.A.

## 3. OBJECTIVES

3.1. The applicable legislation requires that transparency be given to financial transactions performed by those persons most likely to hold Inside Information, with the aim of:

- Preventing unlawful behaviour;
- Providing adequate information to all investors;
- Providing the relevant authorities with more tools for monitoring the markets.

3.2. This Procedure adopted by Kedrion’s Board of Directors is aimed at:

- Ensuring compliance with relevant legal and regulatory provisions in force;

- Identifying the Relevant Persons and the Closely Associated Persons (as defined below) who are obliged to report the Relevant Transactions required by the applicable regulations on internal dealing (the "**Interested Persons**");
  - Provide to the Interested Persons information on their qualification as either Relevant Persons or Closely Associated Persons, their obligations and the procedure for reporting transactions as required by law;
  - Regulate communication flows between said persons, Kedrion, CONSOB and the market, identifying, inter alia, the person responsible for receiving, managing and disclosing the above communications to the market on behalf of the Company.
- 3.3. The Procedure governs the reporting obligations that the Interested Persons have towards the Competent Authority and the Company, in relation to transactions performed by them involving Relevant Financial Instruments issued by the Company, as well as derivative financial instruments and other instruments related to the Relevant Financial Instruments.

## 4. INTERESTED PERSONS

- 4.1. This Procedure is applicable to: (i) all relevant organizational units of Kedrion and, in particular, the Chief Executive Officer, Chief of Central Services and the Secretary of the Board of Directors, as well as (ii) all Interested Persons and, in particular:
- (a) Members of the management and supervisory bodies of Kedrion (in particular, members of the Board of Directors and Statutory Auditors), as well as senior managers of the Kedrion Group, who (i) have regular access to Inside Information related directly or indirectly to Kedrion and (ii) have the authority to adopt managerial decisions that may affect the future evolution and prospects of the Company (the "**Relevant Persons**");
  - (b) Persons closely associated with Relevant Persons, falling into one or more of the following categories:
    - (i) A spouse or partner as a spouse under Italian law;
    - (ii) Dependent children under Italian law;
    - (iii) Relatives who have shared the same household for at least one year on the date of execution of the Relevant Transaction in accordance with this procedure; or
    - (iv) A legal person, trust or partnership:
      - (1) Whose managerial responsibilities are covered by:
        - a) A Relevant Person; or
        - b) A spouse or partner equivalent to the Relevant Person; or
        - c) A dependent child of the Relevant Person; or
        - d) A relative who has shared the same household as the Relevant person for at least one year on the date of execution of the Relevant Transaction; or
      - (2) Directly or indirectly controlled by a person referred to in point (1), subparagraph a), b), c) or d); or
      - (3) Constituted for the benefit of a person referred to in point (1), subparagraph a), b), c) or d); or

- (4) Whose economic interests are substantially equivalent to those of a person referred to in point (1), subparagraph a), b), c) or d).

(the “**Closely Associated Persons**”).

## 5. RELEVANT TRANSACTIONS

- 5.1. Interested Persons are required to disclose to CONSOB and Kedrion, under the terms and in the manner set out in paragraph 6 below, information on all Relevant Transactions, within three working days of the date of execution of the transaction.
- 5.2. “**Relevant Transactions**” are transactions that meet each of the following subjective, objective and quantitative requirements.

### Subjective requirements

Transactions must be performed by Interested Persons or through their nominees.

### Objective requirements

Transactions must be connected to the following financial instruments (the “**Relevant Financial Instruments**”):

- (a) Financial instruments issued by Kedrion, which are:
- (i) admitted to trading on regulated markets, or for which application has been made for admission to trading on regulated markets;
  - (ii) traded on a Multilateral Trading Facility (the "MTF"), admitted to trading on an MTF or for which a request has been received for admission to trading on an MTF;
  - (iii) traded on an organised trading system (a so-called Organised Trading Facility or OTF);  
or
- (b) derivative instruments and other financial instruments linked to the shares or debt instruments referred to in subparagraph a) or said derivative instruments.

Relevant Transactions include:

- Acquisition, sale, short sale, subscription or exchange;
- Acceptance or exercise of a right of option, including a right of option granted to persons engaged in administrative, supervisory and management duties as part of their monthly remuneration, and the sale of shares resulting from the exercise of an option right;
- Entering into exchange contracts on stock indices or the exercise of such contracts;
- Transactions in derivative instruments or connected to them, including cash-settled transactions;
- Entering into a contract for difference;
- Acquisition, disposal or exercise of rights, including put and call options, and warrants;
- Issuance of debt instruments;
- Derivative transactions and financial instruments connected to Kedrion debt instruments, including credit default swaps;
- Conditional transactions upon the occurrence of the conditions and actual execution of the transactions;

- Automatic or non-automatic conversion of a financial instrument into another financial instrument, including the exchange of convertible bonds to shares;
- Gifts and donations relating to Relevant Financial Instruments, made or received, and inheritances received;
- Transactions performed on indexed products, baskets and derivative instruments;
- Transactions performed by third parties, as part of an asset management mandate or an individual portfolio, for or on behalf or in favour of an Interested Person;
- Borrowing or lending of shares or debt instruments of the issuer or derivatives or other financial instruments linked thereto;
- Assignment for collateral or lending of Relevant Financial Instruments;
- Transactions performed by those who prepare or engage in transactions on a professional basis;
- Transactions performed under a life insurance policy, defined in accordance with Directive 2009/138/EC of the European Parliament and of the Council; and
- Transactions performed under a life insurance policy, when the insured person is an Interested Person, when the investment risk is borne by the contractor and when the latter has the power to make decisions on investment.

#### Quantitative requirements

All subsequent transactions are relevant, once a total value of Euro 20,000<sup>1</sup> has been reached in the calendar year, calculated by adding up all the transactions performed during the calendar year without compensation, taking into account any transactions performed by Closely Associated Persons.

In the case of transactions involving derivative financial instruments, warrants or covered warrants, the notional value is taken into account, calculated as the product of the number of shares underlying the instrument and the official price of the underlying share on the day of execution of the transactions.

## **6. RULES OF CONDUCT**

- 6.1. In the performance of all activities related to the Kedrion Group, the recipients of this Procedure must know and comply with the applicable legislation and principles of conduct described in the Kedrion Code of Ethics.
- 6.2. The Relevant Persons and all corporate representatives of Kedrion interested by this Procedure must also know and comply with the principles of Corporate Governance used as guidelines by the Kedrion Group, in particular:
  - Kedrion Articles of Association;
  - The system of delegations and proxies adopted;
  - Model 231 - the Organisational Model adopted by Kedrion S.p.A. in compliance with the provisions of Legislative Decree 231/2001;

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<sup>1</sup> According to Consob resolution n. 19925 of 22 March 2017, increasing the threshold from Euro 5,000 to Euro 20,000.

- Procedure for the Establishment, Maintenance and Updating of the Insider Register;
- Procedure for the Management of Inside Information;
- Corporate procedures adopted and applied in the Kedrion Group.

## 7. TERMS, CONTENTS AND PROCEDURES FOR COMPULSORY COMMUNICATION

### 7.1. IDENTIFICATION OF THE INTERESTED PERSONS AND COMMUNICATION OF THE RELATED OBLIGATIONS

- 7.1.1. The Company shall establish and maintain the Internal Dealing Register - referred to in Annex I - which lists by name the Relevant Persons and Closely Associated Persons (the “**Internal Dealing Register**”). The Secretary of the Board of Directors is in charge of the establishment and management of the Internal Dealing Register, and is responsible for receiving, managing and disclosing to the market the information on the transactions executed by the Interested Persons (the “**Register Manager**”).
- 7.1.2. Relevant Persons other than the Directors and Statutory Auditors, in particular senior managers, are identified by the Chief Executive Officer assessing the following criteria:
- The access to Inside Information by the person in relation to the task performed;
  - The organisational structure in place and system for delegating and powers adopted by the Company;
  - Whether the person has the authority to adopt managerial decisions that may affect ongoing transactions and/or the future evolution and prospects of the Company.
- 7.1.3. Once a Relevant Person is identified, the Register Manager shall notify him/her formally, via e-mail, of his/her qualification and obligations relating to this procedure by sending the letter referred to in Annex II and a copy of this Procedure.
- 7.1.4. The Relevant Person is required to acknowledge the report received, by signing a copy of the letter referred above for acceptance and returning it to the Register Manager (via e-mail to [internaldealing@kedrion.com](mailto:internaldealing@kedrion.com) or via fax to 02-57763798. The countersigned letters are kept by the Register Manager.
- 7.1.5. At the time of their identification, or thereafter, in the event of any change, each Relevant Person is also required to promptly report, in writing (or via e-mail), respectively, to:
- (a) the Register Manager, the list of Closely Associated Persons (indicating the existing type of relationship), and also provide all information on itself and the Closely Associated Persons necessary for compilation of the Internal Dealing Register (according to the template set out in Annex III). In any case, at least once a year, the Register Manager shall check with all Relevant Persons that the list of Persons Closely Associated with them is updated;
  - (b) the Closely Associated Persons, all the obligations and duties arising from this Procedure and the applicable law, as well as their inclusion in the Internal Dealing Register. To this end, the Relevant Persons shall send a copy of this Procedure to the Closely Associated Persons, accompanied by a letter of content, similar to the one set out in Annex IV. Each Relevant Person shall keep a copy of the communication exchange that took place with the Persons Closely Associated thereof. The fulfillment of all requirements, obligations and formalities pertaining to compliance with the Procedure by the Closely Associated Persons (including,

without limitation, the timely provision of all information required to allow the Internal Dealing Register to be completed and updated) is the sole responsibility of each Relevant Person concerned.

7.1.6. The Company and the Register Manager shall not be held responsible for a failure to comply with the disclosure requirements of the Company in accordance with this Procedure, arising from the possible omission, incompleteness, inaccuracy or late notification by the Relevant Persons.

## 7.2. TERMS OF NOTIFICATION

7.2.1. The Relevant Persons and the Closely Associated Persons are required to disclose the execution of Relevant Transactions to CONSOB and to the Company, within three business days of the date of execution, according to the instructions specified in paragraph 7.3.

7.2.2. A notification is issued to the Company to enable the latter to communicate said Relevant Transactions to the public within three working days of the date of execution of the operation.

Therefore, in order to ensure compliance with the abovementioned legal requirements and enable the Company to meet the deadlines for communication to the public, the Relevant Persons shall (i) communicate to the Company and (ii) ensure that the Closely Associated Persons communicate to the Company, the information on Relevant Transactions, no later than one business day after the date of execution of the transaction, notwithstanding the regulatory requirement of the Closely Associated Persons to directly communicate with the Company.

7.2.3. Kedrion shall publish information received by the Interested Persons within three working days of the date of the transaction, by sending a press release via the media that may reasonably guarantee effective dissemination of information to the public throughout the European Union (EU)<sup>2</sup>.

## 7.3. CONTENTS AND PROCEDURES FOR NOTIFICATION

7.3.1. The notification of Relevant Transactions must be sent by the Interested Persons, within the deadlines referred to in paragraph 7.2, using the notification template set out in Regulation 2016/523, attached as Annex V to this Procedure.

7.3.2. The template will be completed in its entirety and transmitted only by the following methods:

(a) **To Consob:**

- By (i) certified e-mail to the address [CONSOB@PEC.CONSOB.IT](mailto:CONSOB@PEC.CONSOB.IT) (if the sender is under the obligation to use certified e-mail) or (ii) by e-mail to the e-mail address [PROTOCOLLO@CONSOB.IT](mailto:PROTOCOLLO@CONSOB.IT), specifying in both cases the recipient "Information Office Markets" and indicating at the beginning the subject "MAR Internal Dealing", or
- Through other electronic means established by CONSOB that ensure the completeness, integrity and confidentiality of information throughout its transmission and ensure the certainty of the source of the information transmitted.

Notwithstanding the above and the responsibilities of the Interested Persons established by law, the latter may request Kedrion to transmit the notifications to CONSOB, on their behalf, by filling in the template set out in Annex VI.

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<sup>2</sup> CONSOB shall confirm the application procedures, including the use of a system of Dissemination for Regulated Information, the publication of a press release, and publication on the Kedrion website.

(b) **To Kedrion:**

- By personal submission or sending to the Corporate Secretary, for the attention of the manager of Internal Dealing Register, at Kedrion S.p.A., Loc. Ai Conti, 55051 Barga (LU); or
- Via fax, to the number: 02-57763798; or
- Via e-mail attaching the file, to: [internaldealing@kedrion.com](mailto:internaldealing@kedrion.com).

7.3.3. The person sending the notification shall receive acknowledgement, from the Register Manager, of receipt of the communication sent.

7.3.4. Upon receipt of a notification of the execution of a Relevant Transaction by a Relevant Person or a Person Closely Associated with the latter, the Register Manager shall: (i) provide formal acknowledgement to the reporter of the receipt of the notification, and (ii) initiate the process of public disclosure in the manner defined by the “Procedure for the Management of Inside Information”, with the support of the Chief of Central Services, by the deadline stated in paragraph 7.2. Finally, the Chief of Central Services shall publish notifications in the “Internal Dealing” section of the Investor Relations page on the Company’s website.

## 8. BLACKOUT PERIODS

### 8.1. PROHIBITION ON TRADING DURING BLACKOUT PERIODS

8.1.1. The Interested Persons are prohibited from performing transactions, directly or indirectly, on their own account or on behalf of third parties, involving the Relevant Financial Instruments (the “**Transactions**”), within the thirty calendar days prior to the announcement by Kedrion of an annual financial report, or (if applicable) an interim report that Kedrion is required to make public in accordance with: (i) the rules of the trading venue in which the issuer’s shares are admitted to trading, or (ii) the national law and until the public disclosure of the corresponding information (the “**Blackout Period**”).

8.1.2. The Register Manager shall promptly inform the Relevant Persons in writing of the dates set for the aforementioned announcements and the subsequent start of the Blackout Period. With particular reference to the annual financial report, the relevant announcement is the one in which Kedrion communicates, before publication of the financial statements, the preliminary results that will be reported in the financial statements.

### 8.2. EXCEPTIONS TO THE PROHIBITION OF TRADING DURING BLACKOUT PERIODS

8.2.1. Without prejudice to the provisions of paragraph 8.1 above, in accordance with current legislation, Kedrion may exceptionally allow a Relevant Person to execute transactions during the Blackout Period:

- On a case-by-case basis, in exceptional circumstances, such as severe financial difficulties requiring the immediate sale of Kedrion financial instruments; or
- Because of a specific pre-agreed trading scheme in case of transactions executed simultaneously or in connection with an employee share ownership plan or a savings programme, a guarantee or rights to shares, or transactions in which the beneficial interest of the security in question is not subject to variations; or
- If the Relevant Person is able to prove that the specific transaction cannot be performed at a time other than during the Blackout Period.

- 8.2.2. A Relevant Person who needs to perform a Relevant Transaction during a Blackout Period must send the Register Manager a request, in writing, stating the reasons thereof, containing (i) a description of the Transaction considered, as well as (ii) an explanation of the reason why said operation cannot be performed at any time other than during the Blackout Period, at least 7 calendar days before the planned date of execution. Each request must be authorised in writing by the Chief Executive Officer (or the Board of Directors, in the event that the request is made by the Chief Executive Officer), following verification that is adequately motivated and based on exceptional circumstances.
- 8.2.3. In particular, circumstances may be considered exceptional if they relate to an extremely urgent, unforeseen and compelling situation that is not attributable to the Relevant Person and beyond the control of the latter.
- 8.2.4. When examining whether the circumstances described in the request are exceptional, the responsible body (Chief Executive Officer or Board of Directors) shall assess, among other criteria, if and to what extent the Relevant Person:
- At the time of submission of the request, duly complies with a legally enforceable financial obligation or responds to a claim;
  - Duly complies with said obligation, or be found in a situation that arose before the start of the Blackout Period and that requires the payment of an amount to a third party, including tax obligations, and said person cannot reasonably comply with a financial obligation or respond to a claim without immediately selling the financial instruments.

## 9. FINAL PROVISIONS

### 9.1. DISSEMINATION OF THE PROCEDURE

- 9.1.1. The Procedure is brought to the attention of all Relevant Persons by the Register Manager.
- 9.1.2. This Procedure and related procedures, as well as the laws and regulations referred to herein, shall be posted on the Company Intranet site.

### 9.2. BREACHES OF THE PROCEDURE – SANCTIONS

- 9.2.1. Without prejudice to the penalties prescribed by the regulations applicable to abuse of Inside Information and market manipulation, the provisions of this Procedure are an integral part of the contractual obligations of the Interested Persons.
- 9.2.2. A breach of the provisions of this Procedure by Interested Persons may constitute a breach of the contractual obligations, with all legal consequences, including with regard to the application of the disciplinary measures provided for by law and by the contractual rules applicable to the individual Interested Person, termination of the contract or task, and the settlement of any damages.

### 9.3. REVISIONS AND AMENDMENTS

- 9.3.1. Any changes and/or additions to this Procedure must be approved by the Board of Directors, except for formal amendments and/or revisions derived from changes in applicable legislation, which may be made by the Chief Executive Officer and which shall be reported by the latter to the Board of Directors at the first due meeting.
- 9.3.2. The amended text of the Procedure shall be brought to the attention of all the Interested Persons.

## ANNEX I – FORMAT OF INTERNAL DEALING REGISTER

Internal Dealing Register			
Relevant Person	Position/Function in the Company	Date of registration	Date of cancellation
[name]	Chairman of Board of Directors	[date of first recording]	
Closely associated person	Identification data	Date of registration	Date of cancellation
[spouse]			
Closely associated person	Identification data	Date of registration	Date of cancellation
Closely associated person	Identification data	Date of registration	Date of cancellation
Relevant Person	Position/Function in the Company	Date of registration	Date of cancellation
	Effective Statutory Auditor	[date of first recording]	
Relevant Person	Position/Function in the Company	Date of registration	Date of cancellation
	Organizational Unit Manager	[date of first recording]	
Relevant Person	Position/Function in the Company	Date of registration	Date of cancellation
	Department manager	[date of first recording]	

## ANNEX II – REPORTING TEMPLATE FOR NOTIFYING THE RELEVANT PERSONS OF THE OBLIGATIONS IMPOSED ON THEM

Dear [●],

In accordance with the provisions of Art. 19 of Regulation (EU) No. 596/2014 (MAR) of the European Parliament and Council, issued on 16 April 2014, relating to market abuse, and of Regulation (EU) 2016/523, issued on 10 March 2016, we wish to inform you that on [•], your name was included, pursuant to the Kedrion S.p.A. “Internal Dealing Procedure” (the “**Procedure**”), in the list of so-called “**Interested Persons**”, required to comply with the law and obligations relating to internal dealing, as described in the aforementioned Procedure.

Additionally, in consideration of the possible criminal nature of the offences possibly deriving from the breach of these obligations, we encourage you to examine the regulations on the subject, as well as the Procedure annexed hereto.

We also encourage you to:

- Report, without delay, to the e-mail address [internaldealing@kedrion.com](mailto:internaldealing@kedrion.com) or via fax to 02-57763798, the names of Closely Associated Persons (as identified in the Procedure), and henceforth to report any subsequent changes;
- Then notify the Closely Associated Persons of the obligations set out in legislation and the aforementioned Procedure (by sending them a copy of the Procedure and saving a copy of the exchange of previous communications).

Please return this document, signed as acceptance of the above, and, in particular, of the Procedure, to the e-mail address [internaldealing@kedrion.com](mailto:internaldealing@kedrion.com) or via fax to 02-57763798, in order to provide your consent, pursuant to European Regulation (EU) 2016/679, for processing by Kedrion S.p.A. of the data required in accordance with the Procedure.

Best regards,

(Place and Date)

The Register Manager

***For acknowledgement***

(Place and Date)

(Signature)

## ANNEX III – REPORTING TEMPLATE FOR COMPILATION OF THE INTERNAL DEALING REGISTER

(to be completed and sent to the e-mail address [internaldealing@kedrion.com](mailto:internaldealing@kedrion.com))

Statement made by the Relevant Person on related data/reports:

- A. To the same declarant, pursuant to Art. 46 and 47 of Presidential Decree No 445/2000 and, where applicable,
- B. To persons considered “Closely Associated Persons,” pursuant to Art. 3 of EU Regulation No. 596/2014.

PERSONAL DETAILS OF RELEVANT DECLARANT		
FIRST AND LAST NAME		
ADDRESS OF RESIDENCE (TOWN/CITY, PROVINCE, FULL ADDRESS AND POSTAL CODE)		NATIONAL IDENTIFICATION No.
MUNICIPALITY, PROVINCE AND DATE OF BIRTH	GENDER	CITIZENSHIP
ACTING AS:		

### DECLARES

- 1) to control (directly, indirectly or jointly) the Legal Persons listed below:

COMPANY/ENTITY	D-I-C	%	VAT/NATIONAL IDENTIFICATION NUMBER/REGISTERED OFFICES

*D = Direct Control – I = Indirect Control – C = Joint Control – % = the percentage of control.*

- 2) that the following Legal Persons are established for their own benefit, or their economic interests are substantially equivalent to their own interests:

COMPANY/ENTITY	D-I-C	%	VAT/NATIONAL IDENTIFICATION NUMBER/REGISTERED OFFICES

*D = Direct Control – I = Indirect Control – C = Joint Control – % = the percentage of control.*

- 3) to be responsible for the administration, supervision and management of the following legal entities, trusts or partnerships:

COMPANY/ENTITY	FUNCTION	P VAT/NATIONAL IDENTIFICATION NUMBER/REGISTERED OFFICES

**FURTHER DECLARES**

- 1) that the Closely Associated Persons (spouse or partner as a spouse under national law, dependent children under national law, a relative who has lived in the same home for at least one year on the date of the Relevant Operation) are:

FIRST AND LAST NAME	TYPE OF RELATIONSHIP	TAX NUMBER

- 2) that based on the information received, the Legal Persons listed below also qualify as Closely Associated Persons:

- (i) The relative managerial responsibilities are covered by Closely Associated Persons, or
- (ii) Directly or indirectly controlled by Closely Associated Persons, or
- (iii) Established for the benefit of Closely Associated Persons, or
- (iv) The related economic interests are substantially equivalent to those of Closely Associate Persons.

COMPANY/ENTITY	D-I-C	%	VAT/NATIONAL IDENTIFICATION NUMBER/REGISTERED OFFICES

**D = Direct Control – I = Indirect Control – C = Joint Control – % = the percentage of control.**

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The undersigned declares to be aware of the civil and criminal liabilities that may be incurred in case of false statements and undertakes to promptly notify any change that could later affect that which was declared.

The undersigned also declares to have examined the information under Articles 13 and 14 of European Regulation (EU) 2016/679 (Personal Data Protection Code).

Date

Signature

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**PERSONAL DATA PROCESSING DISCLOSURE PURSUANT TO ARTICLES 13 AND 14 OF EUROPEAN REGULATION (EU) 2016/679**

Notice is hereby given that the processing of personal data you provide will comply with the provisions of European Regulation (EU) 2016/679.

The data will be processed exclusively for the above purposes, including by electronic means, and shall not be disseminated outside the company.

You may exercise the right under said legislative decree, which provides, inter alia, the right of access to your personal data, the right to correct, update or delete incorrect or incomplete data, and the right to oppose the use of data for legitimate reasons performed by the data controller.

The data controller is Kedrion S.p.A.

## **ANNEX IV – REPORTING TEMPLATE THAT RELEVANT PERSONS MAY USE FOR NOTIFYING TO THE CLOSELY ASSOCIATED PERSONS THE OBLIGATIONS APPLICABLE TO THEM**

Dear [•],

In accordance with the provisions of Art. 19 of Regulation (EU) No. 596/2014 (the “**MAR**”) of the European Parliament and Council, issued 16 April 2014, relating to market abuse, and of Regulation (EU) 2016/523, issued 10 March 2016, and pursuant to the Kedrion S.p.A. “Internal Dealing Procedure,” for which I am [title of the Relevant Person], I hereby inform you that I will indicate you as the Person Closely Associated with me.

Consequently, you will be entered in the list of the so-called “Interested Persons” who are required to comply with the law and obligations relating to internal dealing, as described in the aforesaid and attached Procedure.

Accordingly, I invite you to examine the contents of the Procedure and acknowledge the legal obligations and applicable penalties.

Please return this document, duly signed as proof of receipt, to the e-mail address □•□ or via the fax number [•].

Kind regards,

(Place and Date)

(Signature)

## ANNEX V – REPORTING TEMPLATE FOR NOTIFYING THE PUBLIC OF TRANSACTIONS PERFORMED BY THE RELEVANT PERSONS

<b>1</b>	<b>Data relating to the person engaged in administrative, supervisory and management duties/closely associated person</b>	
a)	First name	<p><i>[For physical persons: first and last name.]</i></p> <p><i>[For legal persons: full name, including legal form as provided in the register where it is incorporated, if applicable.]</i></p>
<b>2</b>	<b>Reason for notification</b>	
a)	Position/title	<p><i>[For persons discharging managerial responsibilities: identify the position (e.g. CEO, finance director) occupied within the issuer, by the emission allowance market participant, auction platform, auctioneer and auction monitor should be indicated.]</i></p> <p><i>[For closely related persons,</i></p> <ul style="list-style-type: none"> <li>• <i>indicate that the notification relates to a person closely associated with a person discharging managerial responsibilities;</i></li> <li>• <i>first and last name, and position of the relevant person who discharges managerial responsibilities.]</i></li> </ul>
b)	Initial Notification/amendment	<i>[Indicate whether this is an initial notification or an amendment of a prior notification. In case of a modification amendment, explain the error that this notification is correcting.]</i>
<b>3</b>	<b>Details of the issuer, the emission allowance market participant, auction platform, auctioneer and auction monitor</b>	
a)	Name	<i>"KEDRION S.P.A."</i>
b)	LEI	<i>[Identification code of the legal entity, in compliance with the Legal Entity Identifier (LEI) code referred to in ISO 17442.]</i>
<b>4</b>	<b>Details of the transactions: section to be repeated for i) each type of instrument; ii) each type of transaction; iii) any date; and iv) any place where the transactions have been performed</b>	
a)	Description of the financial instrument, instrument type	<p><i>[Indicate the nature of the instrument:</i></p> <ul style="list-style-type: none"> <li>• <i>A share, a debt instrument, a derivative or a financial instrument linked to a share or a debt instrument.</i></li> </ul>

	<p>Identification code</p>	<ul style="list-style-type: none"> <li>An emission allowance, a product subject to an auction based on emission allowances, or a derivative of emission allowances.</li> </ul> <p>Instrument identification code, as defined under the 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 the competent authorities adopted under Art. 26 of Regulation (EU) No. 600/2014.]</p>					
b)	<p>Nature of Transaction</p>	<p>[Description of the type of transaction, using, where necessary, the types of transactions set out in Art. 10 of the Commission Delegated Regulation supplementing Regulation (EU) 2016/522<sup>3</sup> adopted set out in Article 19, paragraph 14 of Regulation (EU) No. 596/2014, or a specific example mentioned in Art. 19, paragraph 7, of Regulation (EU) No. 596/2014.</p> <p>Pursuant to Art. 19, paragraph 6, letter e) of Regulation (EU) No. 596/2014, indicate whether the transaction is linked to the use of share options programmes.]</p>					
c)	<p>Price(s) and volume(s)</p>	<table border="1"> <thead> <tr> <th data-bbox="606 1016 992 1079">Price(s)</th> <th data-bbox="992 1016 1388 1079">Volume(s)</th> </tr> </thead> <tbody> <tr> <td data-bbox="606 1079 992 1196"></td> <td data-bbox="992 1079 1388 1196"></td> </tr> </tbody> </table>	Price(s)	Volume(s)			<p>[If multiple transactions of the same nature (purchases, sales, borrowings and loans, etc.) are performed on the same financial instrument or the same emission allowance, on the same day and in the same place of transaction, indicate in this field the prices and volumes of these transactions, in two columns as presented above, inserting as many lines as needed.</p> <p>Use data standard for price and quantity, including, where applicable, the price currency and the quantity currency, as defined under the 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 the competent authorities, adopted under Art. 26 of Regulation (EU) No. 600/2014.]</p>
Price(s)	Volume(s)						

<sup>3</sup> Delegated Regulation (EU) 2016/522 of the Commission, of 17 December 2015, supplementing Regulation (EU) No. 596/2014 of the European Parliament and of the Council with regard to the exemption of certain public bodies and central banks in third countries, indicators of market manipulation, disclosure thresholds, the relevant authority for delay notifications, authorisation to negotiate during the period of closure and types of transactions performed by persons discharging managerial responsibilities subject to notification.

d)	<p>Aggregate information:</p> <ul style="list-style-type: none"> <li>- Aggregate volume</li> <li>- Price</li> </ul>	<p><i>[Volumes of multiple transactions are aggregated when such transactions:</i></p> <ul style="list-style-type: none"> <li>• <i>Refer to the same financial instrument or the same emission allowance.</i></li> <li>• <i>Are of the same nature.</i></li> <li>• <i>Are executed on the same day and</i></li> <li>• <i>Are executed on the same place of transaction.</i></li> </ul> <p><i>Use data standard for quantity, including, where applicable, the quantity currency, as defined under the Commission Delegated Regulation supplementing Regulation (EU) No. 600/2014 of the European Parliament and of the Council, on regulatory technical standards on the reporting of transactions to the competent authorities, adopted under Art. 26 of Regulation (EU) No. 600/2014.]</i></p> <p><i>[Price information:</i></p> <ul style="list-style-type: none"> <li>• <i>in the case of a single transaction, the price of the single transaction.</i></li> <li>• <i>in case the volumes of multiple transactions are aggregated: the weighted average price of aggregated transactions.</i></li> </ul> <p><i>Use the data standard for price, including, where applicable,, the price currency, as defined under the Commission Delegated Regulation supplementing Regulation (EU) No. 600/2014 of the European Parliament and of the Council, on regulatory technical standards on the reporting of transactions to the competent authorities, adopted under Art. 26 of Regulation (EU) No. 600/2014.]</i></p>
e)	Date of Transaction	<p><i>[Date of the particular day of execution of the notified transaction.</i></p> <p><i>Use the format ISO 8601: YYYY-MM-DD; UTC time.]</i></p>
f)	Place of the transaction	<p><i>[Name and identification code of the trading venue under the Markets in Financial Instruments Directive (MiFID), systematic internaliser or organised trading platform outside the Union in which the transaction was executed, as defined under the Commission Delegated Regulation supplementing Regulation (EU) No. 600/2014 of the European Parliament and of the Council with regard to regulatory technical standards on the reporting of transactions to the competent authorities, adopted pursuant to Art. 26 of Regulation (EU) No. 600/2014, or if the transaction was not executed in one of the abovementioned locations, please report "outside a trading venue."]</i></p>

## ANNEX VI – PROXY FORM

*(to be sent filled in to the e-mail address [internaldealing@kedrion.com](mailto:internaldealing@kedrion.com))*

[Place and Date]

I, the undersigned [•], born in [•], residing in [•], in my role as [•]

### REQUESTS

The Company to comply, on my behalf, with the reporting obligations under EU Regulation No. 596/2014 and Art. 114, paragraph seven, of Legislative Decree No. 58, of 24 February 1998, and Art. 152-sexies et. seq. of CONSOB Regulation No. 11,971, of 14 May 1999 (the “**Issuers’ Regulation**”), and the Internal Dealing Procedure adopted by the Company (the “**Procedure**”).

Therefore, I undertake to notify the Register Manager, under the terms and conditions indicated in the Procedure, of the Relevant Transactions subject to disclosure obligations and to hold the Company harmless from any damage or loss that may arise on its part from defective, delayed or non-compliance with the obligations under the Procedure.

The signing of this document does not prevent due communications from being sent by me, notwithstanding my commitment to indicate the Relevant Transaction to the Company, for the purpose of disclosure to the public, and my willingness to transmit said obligations to CONSOB.

I hereby consent, pursuant to European Regulation (EU) 2016/679, to the use of my personal information contained in this form by the Company for the purposes indicated in the Procedure, and for the purpose of communication to CONSOB and to the market on my behalf, as required by applicable legislation.

Signature

  

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