

MailUp S.p.A.

PROCEDURE FOR THE MANAGEMENT AND DISCLOSURE OF INSIDE INFORMATION

1. INTRODUCTION

This procedure (“**Procedure**”) governs the process for the internal management and external disclosure of inside information regarding MailUp S.p.A. (“**MailUp**” or the “**Company**”) and its direct or indirect subsidiaries (jointly referred to as the “**Subsidiaries**”) in order to ensure that said process is carried out in accordance with the applicable regulations (“**Regulations**”).

The procedure is designed to ensure absolute privacy and confidentiality in the handling of Inside Information (defined below), as well as to ensure that the principles of transparency and truthfulness in the external disclosure of said information are upheld.

2. DEFINITIONS

Capitalized terms and expressions have the following meanings:

“**CEO**” refers to any one of the Company directors to whom the Board of Directors has delegated its powers pursuant to Article 2381(2) of the Italian Civil Code.

“**Shares**” refer to the Company shares.

“**Board of Auditors**” refers to the Company’s Board of Auditors appointed at a given time.

“**The Board of Directors**” is the Company’s Board of Directors appointed at a given time.

“**Subsidiaries**” are the Company’s subsidiaries in accordance with Article 2359 of the Italian Civil Code.

“**Group**” refers to the Company and its Subsidiaries.

“**Investor Relator**” refers to the head of the Company’s Investor Relations department.

“**Chairman**” refers to the Chairman of the Board of Directors.

3. INSIDE INFORMATION

3.1 Inside Information refers to information of a precise nature which has not been made public, relating directly or indirectly to the Company, one of its Subsidiaries, Shares or to one or more financial instruments issued thereby, which, if made public, could have a significant effect on the prices of said Shares or financial instruments or on the prices of related derivative financial instruments (“**Inside Information**”).

3.2 For the purposes of the foregoing, information is of a “precise nature” where:

- (i) it refers to a set of pre-existing circumstances or circumstances that may be reasonably expected to occur, or an event that has occurred or which may be reasonably expected to occur; and where
- (ii) it is specific enough to allow a conclusion to be drawn as to the possible effect of the set of circumstances or event mentioned above on stock prices, financial instruments or related derivative financial instruments.

In this regard, in the event of an extended process that will lead to or determine a particular circumstance or event, this future circumstance or future event – as well as the intermediate steps of said process connected to the realization or determination of a future circumstance or event – may be considered information of a precise nature.

An intermediate step in an extended process is considered Inside Information if it meets the above criteria regarding Inside Information.

- 3.3 For the purposes of this definition, “information that, if made public, could have a significant effect on the prices of the Shares or financial instruments” shall mean a piece of information that a reasonable investor would presumably use as grounds on which to base their investment decisions.
- 3.4 With regard to Subsidiaries, are relevant all information that may be considered inside information for the Company based on the significance of the activities of said Subsidiaries.
- 3.5 By way of example but not limited to these, information related to the following events and/or circumstances may be deemed significant events and/or circumstances for the purposes of this Procedure (each referred to as a “**Significant Fact**”):
 - (a) entry into business sectors or withdrawal therefrom;
 - (b) resignation or appointment of directors or auditors;
 - (c) purchase or sale of investments, other assets or business units;
 - (d) resignation of independent auditors;
 - (e) capital transactions;
 - (f) emissions of warrants, bonds or other debt securities;
 - (g) changes in the rights of listed financial instruments;
 - (h) losses that have a considerable impact on net equity;
 - (i) mergers and spin-offs;
 - (l) conclusion, amendment or termination of contracts or important agreements;
 - (m) termination of proceedings relating to intangible assets such as inventions, patents and licenses;
 - (n) legal disputes;

- (o) changes in the company's key personnel;
- (p) treasury share transactions;
- (q) submitting petitions or implementing insolvency proceedings;
- (r) applications for admission to bankruptcy proceedings;
- (s) related-party transactions;
- (t) issuance by independent auditors of a qualified or adverse opinion or a disclaimer of the impossibility to express an opinion;
- (u) the accounting information to be reported in the financial statements, consolidated financial statements and condensed half-year financial statements, as well as any accounting information to be included in the interim management reports, when such information is disclosed to external parties, except where said external parties are bound by confidentiality obligations and the disclosure is made pursuant to legal requirements, i.e. as soon as they have reached a sufficient level of certainty;
- (v) the resolutions with which the Board of Directors approves the draft financial statements, proposed dividend distribution, consolidated financial statements, condensed half-year financial statements, and interim management reports.

4. RECIPIENTS OF THE PROCEDURE

4.1 The following individuals are required to observe the provisions of this Procedure (hereinafter the "**Recipients**"):

- (a) members of the Board of Directors and Board of Auditors of the Company and its Subsidiaries;
- (b) directors and all employees of the Company and its Subsidiaries who have regular access to Inside Information and have the power to make decisions that may influence the Company's development and prospects;
- (c) all individuals acting on behalf of the Company and/or its Subsidiaries and who have access to Inside Information by virtue of their working or professional activities or duties;
- (c) any other person who may possess Inside Information due to circumstances other than those referred to in points (a), (b) and (c) above, when he/she knows or should know that it is Inside Information.

4.2 The recipients are required to:

- (a) keep the Inside Information of which they are aware confidential, and not disseminate or disclose it other than to other Recipients for the usual performance of their professional activities or duties, and/or where imposed or allowed by the Regulations or imposed by orders and/or measures by competent authorities;

- (b) use Inside Information only in connection with the performance of their work or professional activities, duties or office in accordance with the Regulations, while ensuring, however, that – including within the business environment in which the Recipient operates – the Inside Information is put into circulation without prejudice to its confidential or privileged nature; and not to use it for any reason or cause for personal purposes and/or in a way that is prejudicial to the Company;
- (c) ensure the absolute privacy and confidentiality of the Inside Information until it is disclosed to the market in the manner provided for in this Procedure or otherwise put into the public domain;
- (d) prevent the access and circulation of confidential information that may be considered Inside Information to unauthorized persons, keeping all documents and information acquired while performing their duties confidential; use said documents and information exclusively for the purposes of their work and/or professional activities and duties;
- (e) ensure that the correspondence received through the postal service is opened and distributed in compliance with the confidentiality criteria;
- (f) safeguard the documents relating to confidential and/or Inside Information to which they have access by adopting appropriate security measures to minimize the risk of unauthorized access and processing;
- (g) highlight the strictly confidential nature of any paper and/or electronic documents relating to confidential information and/or Inside Information, by adding the word “STRICTLY CONFIDENTIAL” or respective translation;
- (h) store the confidential documents to which they have access, or otherwise ensure that such documents are kept in a suitable place to ensure they are accessed by authorized individuals only. In the event that documents relating to confidential information and/or Inside Information are lost, the Recipient shall promptly inform the Chairman and Investor Relator, specifying the conditions and circumstances of such loss so that he/she can take appropriate action, including potentially providing prompt disclosure thereof to the market;
- (i) promptly inform the Board of Directors, in relation to the relevant information, of any act, fact or omission that may constitute a violation of this Procedure.

4.3 Recipients are also prohibited from:

- a) buying, selling or carrying out other transactions relating to Company Shares – be it directly or indirectly, on their own behalf or on that of third parties – using Inside Information;
- b) disclosing Inside Information to others outside of the normal exercise of their work, professional activities, duties or office;
- c) recommending or encouraging others, based on Inside Information, to perform any given transactions referred to in the points above.

4.4 The Company shall issue all appropriate measures to its Subsidiaries in writing to ensure that the latter promptly provides all necessary information to comply with the obligations required under this Procedure.

5. ASSESSING THE CONFIDENTIALITY OF INFORMATION AND HANDLING CONFIDENTIAL INFORMATION

- 5.1 Recipients must inform the Chairman and Investor Relations without delay of all confidential information concerning the Company, Shares and/or financial instruments issued by the same and/or the Subsidiaries that they consider to be potentially Inside Information or Significant Facts (as defined in Section 3.5), of which they become aware by virtue of their work, professional activities or duties.
Recipients in possession of confidential or Inside Information in a protracted process shall inform the Company's Chairman and CEO with regard to the progress thereof.
The Recipient must inform the Investor Relator of any rumors or other circumstances that may trigger the disclosure requirements set out under this Procedure.
- 5.2 The confidential nature of information shall be assessed by the Chairman and each CEO of the Company who are assisted by the Investor Relator for the relevant public disclosure in accordance with the Regulations.
- 5.3 It is up to each CEO to oversee the processing of Inside Information. In his/her absence, this responsibility is assumed by the Chair of the Board of Directors or, in his/her absence, by the Investor Relator. Said individuals, within their areas of competence, take on the role of the Controller of Inside Information (hereinafter the "**Controller**").
- 5.4 The Controller shall only process the Inside Information through authorized channels, and shall ensure that the circulation of said Inside Information within the Company and its Subsidiaries is carried out without prejudice to its confidential nature.
- 5.5 The Controller, on behalf of the Company with the support of the Investor Relator, handles all relations with the media, professional investors, financial analysts and shareholders.
- 5.6 In all cases, the information is disclosed to them in a comprehensive, timely and appropriate manner, avoiding any disparities in the information given to investors or any situations that could change price trends.
- 5.7 Where the disclosure of non-confidential information, data and documents concerning the Company or its Subsidiaries is requested by a third party, it is necessary to: (i) request authorization from the Controller; and (ii) receive the written consent of the latter for the dissemination of said information.
- 5.8 Where information is classified as Inside Information, all external disclosures fall under the exclusive competence of the Controller, who determines whether specific information that is not covered within the present definition shall be subject to the applicable rules on Inside Information, giving written notice thereof to the parties concerned.

6. DISCLOSING INSIDE INFORMATION TO THE PUBLIC

- 6.1 Inside Information, as assessed in accordance with Section 5.2 above, is disclosed to the public by distributing a separate press release, drawn up by the Controller with the support of the Investor Relator in the manner laid down by the Regulations.
- 6.2 Where the information falls under the scope of the Board of Directors, the Controller may request approval from the Board of Directors prior to its disclosure to the market.
- 6.3 In accordance with this Procedure, the Company shall maintain all Inside Information disclosed to the public on its website for a period of at least five years.

7. DELAY IN DISCLOSING INSIDE INFORMATION

- 7.1 In derogation from Section 5 above, upon the proposal of the Controller, the Company may, under his/her own responsibility, delay the public disclosure of Inside Information provided that all of the following conditions are met:
- a) instant disclosure is likely to compromise the Company's legitimate interests;
 - b) the delay in disclosure is likely not to have the effect of misleading the public;
 - c) the Company is able to ensure the confidentiality of such Inside Information.
- 7.2 In the event of an extended process taking place in stages that gives effect to or involves a particular circumstance or event, the Company may – under its own responsibility – delay the disclosure of Inside Information relating to this process, subject to the conditions set out in Section 7.1 above.
- 7.3 The assessment as to whether the conditions are met for the delay process to be used is made by the Company's Chairman and CEO.
- 7.4 Where the decision is made to delay the publication of Inside Information in accordance with this Section, immediately after the disclosure of said Inside Information, the Controller must notify Consob of the delay, providing a written explanation as to how the conditions laid down in Section 7.1 above were met. The notification shall be provided by the Controller with the support of the Investor Relator via certified [email](mailto:consob@pec.consob.it) to consob@pec.consob.it, with "Markets Division" as the recipient and "MAR Disclosure Delay" as the subject.
- 7.5 Where the disclosure of Inside Information is delayed in accordance with this Section and the confidentiality of the Inside Information is no longer guaranteed, the Company shall disclose said Inside Information to the public as soon as possible as per Section 6 above. Confidentiality is also deemed to have failed where a rumor explicitly refers to a piece of Inside Information of which disclosure has been delayed, where said rumor is sufficiently accurate to indicate that the confidentiality of said information has been lost.
- 7.6 Lastly, should the Company and/or person acting on its behalf disclose the Inside Information to third parties during the normal exercise of their professional activities or duties, the Company shall provide complete and effective public disclosure of said information, unless the person receiving the Inside Information is bound by an obligation of confidentiality, regardless of whether said obligation is of a legal, regulatory, statutory or contractual nature. The disclosure requirement referred to in Section 6.6 herein shall be fulfilled: (i) at the same time as the disclosure of Inside Information to third parties in the event of intentional disclosure; and (ii) promptly, in the event of non-intentional disclosure. For the purposes of the foregoing, individuals who realize that they have disclosed Inside Information to a person who is not bound by an obligation of confidentiality shall inform the Controller thereof without delay.
- 7.7 Once the decision has been taken to delay the public disclosure of a piece of Inside Information, the Controller and Investor Relator:
- a) shall ensure absolute confidentiality when handling said information, and provide for the necessary and timely registration of individuals with access to confidential information in the register held by the Company, while fulfilling the obligations laid down in Section 7.8 below;
 - b) constantly monitor that the conditions for the delay referred to in Section 7.1 are still met;
 - c) are responsible for drawing up a draft press release relating to the Inside Information, whose public disclosure was delayed in order to ensure the timely publication of the

same information in the event that – during the period of delay – the conditions that justified the delay failed to be fulfilled.

- 7.8 If, as per this Section, it is decided to delay the disclosure of Inside Information, the Company shall be responsible for storing – on a durable medium – the information required by Article 4 of the Commission Implementing Regulation (EU) 2016/1055 of 29 June 2016, and by the Regulations.

8. EXCLUSIONS

- 8.1. Pursuant to Section 7.6 above, with the consent of the Controller, the Company can confidentially disclose the Inside Information in accordance with the provisions of law and applicable regulations, for example, to the following individuals:

- (a) its own consultants and any person involved or who may be involved in the developments or matters in question;
- (b) the independent auditors appointed to audit the Company's accounts;
- (c) individuals with whom the Company is negotiating or intends to negotiate any commercial, financial or investment transaction (including prospective purchasers or distributors of its financial instruments);
- (d) banks, as part of loan authorizations;
- (e) rating agencies;
- (f) representatives of employees or unions representing them;
- (g) any government office, the Bank of Italy, the Autorità Garante della Concorrenza e del Mercato (Antitrust Authority), Borsa Italiana and any other institutional or regulatory body or authority.

- 8.2 Upon disclosing said information, the Company shall obtain a statement from the above-mentioned parties declaring that they are aware of the fact that they cannot trade Shares until the Inside Information confidentially disclosed to them has been made public in accordance with the Regulations.

- 8.3 Should the Controller have reason to believe that the obligation of confidentiality has been violated or is likely to have been violated, or that its knowledge is likely to lead to a substantial movement in Share prices, said information must be published without delay.

9. MARKET SURVEYS

- 9.1 In accordance with the Regulations, a market survey consists of disclosing – prior to announcing a transaction – information to one or more potential investors in order to gauge the interest of said potential investors in the potential transaction as well as its conditions, such as its size or price. Conducting market surveys may require the disclosure of Inside Information.

- 9.2 The Company – where decided by the Chairman or, where appropriate, by the Board of Directors – may carry out market surveys in compliance with the conditions laid down by the Regulations, including through third parties acting on behalf of the Company.

10. VIOLATIONS

- 10.1 Failure by the Recipients to comply with the Procedure requirements may result in a violation of the obligations imposed on the Company, which may be subject to the penalties provided for by the Regulations. Notwithstanding the foregoing, the Company and its Subsidiaries reserve the right to take legal action against those responsible for adopting the measures set out under contractual employment regulations and the applicable laws.
- 10.2 Where, due to a failure by the Relevant Parties to comply with the provisions of the Procedure, the Company is alleged to have violated the Regulations (each one being a “**Violation**”), the Company reserves the right to pursue remedies against the Recipients responsible in order to be held harmless – to the full extent of the law – for any and all costs, expenses, charges or liability arising from or relating to said Violations, and to be compensated for any damages incurred.
- 10.3 The body responsible for taking the necessary measures in the event of violations of the Procedure is the Company’s Board of Directors.
- 10.4 Where the violations of the Procedure have been committed by:
- (a) a member of the Board of Directors, the Director in question shall not participate in any deliberations to ascertain the existence and scope of the violation or adopt the resulting initiatives;
 - (b) the majority of the Board members, the body responsible for taking the appropriate measures is the Board of Auditors;
 - (c) an employee, the violation may be deemed a disciplinary offense and – in serious cases – may lead to dismissal.

11. AMENDMENTS AND ADDITIONS

- 11.1 Any amendments and additions – as necessary as a result of any legal or regulatory measures or organizational changes in the Company – fall under the responsibility of the Board of Directors.
- 11.2 For any matters not expressly provided for in this Procedure, the legal provisions applicable to the Company shall apply.