

EuroGroup Laminations S.p.A.

INTERNAL DEALING PROCEDURES

INTRODUCTION

This procedure (the "**Procedure**") applicable to EuroGroup Laminations S.p.A. (hereinafter **the "Company"** or "**EuroGroup** ") was adopted by the Board of Directors of the Company in accordance with EU and ¹national ²laws on transactions carried out by people who exercise administration, control or management functions (known as *internal dealing*) and market abuse (the "**Internal Dealing**" Law).

More specifically, the Procedure is aimed at governing the reporting and behaviour obligations that have to be complied with by the Relevant Persons (as defined below), the Relevant Shareholders (as defined below), the Persons Closely Associated (as defined below) and the Company in order to ensure specific, prompt and proper reporting transparency regarding the Transactions (as defined below) with respect to the public and the applicable authorities.

1. ARTICLE 1

RELEVANT PERSONS, RELEVANT SHAREHOLDERS AND PERSONS CLOSELY ASSOCIATED

1.1 For the purpose of the Procedure and the *Internal Dealing* Laws, the following are defined as "**Relevant Persons**":

- (a) the members of the Board of Directors and the members of the Board of Statutory Auditors of the Company; and
- (b) the managers that have valid access to inside information directly or indirectly concerning the Company and who have the power to make management decisions that could affect the future development and prospects of the Company.

For the purpose of the Procedure and the *Internal Dealing* Law, a "**Relevant Shareholder**" is defined as anyone who has a shareholding, calculated in accordance with article 114, paragraph 7 of the Consolidated Finance Act and article 118 of the Issuers Regulation, of at least 10% of the share capital of the Company, represented by Shares with voting rights, and any other party who controls the Company.

1.2 For the purpose of the Procedure and the *Internal Dealing* Law:

- 2. "**Inside Information**" ³is understood to be information of a precise nature, which has not been made public, directly or indirectly concerning the Company, or the financial instruments of the Company admitted for trading on regulated markets and/or on multilateral trading systems, including the shares of the Company, admitted for trading on the Euronext Milan market, organised and managed by Borsa Italiana S.p.A. (the "**Shares**") (collectively the "**Financial Instruments**") that, if made public, could have a significant effect on the price of the Financial Instruments or the related derivative financial instruments.

¹ See (i) Directive 2014/57/EU of the European Parliament and Council of 16 April 2014 relating to the criminal sanctions in the area of market abuse (the "**Market Abuse Directive**"); (ii) Regulation (EU) no. 596/2014 of the European Parliament and Council of 16 April 2014 relating to market abuse, repealing directive 2003/6/EC or the directives 2003/124/EC, 2003/125/EC and 2004/72/EC (the "**Market Abuse Regulation**" or "**MAR**") and in particular article 19; (iii) Delegated Regulation (EU) 2016/522 of the Commission of 17 December 2015 which supplements the MAR with respect to, *inter alia*, the permission to trade during closed periods and the types of transactions carried out by people who exercise functions of administration, control or management subject to notification ("**Regulation 522/2016**") (iv) the Commission Implementing Regulation (EU) 2016/523 of 10 March 2016 laying down implementing technical standards with regard to the format and template for notification and public disclosure of transactions carried out by people who exercise functions of administration, control or management in accordance with MAR ("**Regulation 523/2016**"); and (v) the other implementing laws issued by the applicable authorities from time to time.

²Legislative Decree no. 58 of 24 February 1998 (the "**Consolidated Finance Act**" or "**TUF**" and the implementing laws contained in the regulation regarding issuers adopted by Consob with resolution no. 11971 of 14 May 1999 as amended (the "**Issuers Regulation**").

³ See article 7 of the MAR.

Inside information is considered 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.

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. 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.

Information which, if it were made public, would be likely to have a significant effect on the prices of the Financial Instruments or the related derivative financial instruments shall mean information a reasonable investor would be likely to use as part of the basis of his or her investment decisions;

3. "Person Closely Associated" means:

- (a) a spouse who is not legally separated, a *partner* considered to be equivalent to a spouse in accordance with national law, the children, including those of the spouse, who are dependent under national law, and, if they have been sharing the same household for at least one year as at the date of the Transaction (as defined below), the parents, the relatives and relatives-in-law of the Relevant Persons and the Relevant Shareholders;
- (b) legal persons, partnerships and *trusts* where the managerial responsibilities are discharged by a Relevant Person or a Relevant Shareholder or by one of the persons referred to in letter a) of this paragraph;
- (c) legal persons, partnerships and *trusts* directly or indirectly controlled by a Relevant Person or a Relevant Shareholder or by one of the persons referred to in letter a) above of this paragraph;
- (d) legal persons, partnerships and *trusts* whose economic interests are substantially equivalent to those of a Relevant Person or Relevant Shareholder or one of the persons referred to in letter a) above of this paragraph;
- (e) legal persons, partnerships and *trusts* established to benefit a Relevant Person or a Relevant Shareholder or one of the persons referred to in letter a) above of this paragraph;
- (f) any other parties, whether natural or legal persons, that may be identified by the laws applicable from time to time.

3.2 The Board of Directors of the Company has the right to identify, by amending this Procedure, further Relevant Persons, Relevant Shareholders and Persons Closely Associated with respect to what is indicated in the Procedure.

3.3 The Company draws up and keeps constantly updated a list of the Relevant Persons, the Relevant Shareholders and the Persons Closely Associated (the "**List**").

3.4 The Investor Relations department of the Company is identified as the party in charge of receiving, managing and reporting to the public the information provided for under the Procedure and the *Internal Dealing Law* (the "**Person Responsible** ").

4. ARTICLE 2
CASES SUBJECT TO COMMUNICATION OBLIGATIONS

4.1 This Procedure applies:

5. to all the transactions, including those set out under Attachment 1 (the "**Transactions of the Relevant Persons**") relating to the Financial Instruments (including the Shares), derivative financial instruments or other related financial instruments (the "**Related Financial Instruments**") carried out:

- 6.** directly or indirectly by the Relevant Persons or the Persons Closely Associated;
- 7.** by persons who prepare or carry out professional operations or on behalf of the Relevant Persons or the Persons Closely Associated, even when discretion has been exercised;
- 8.** within the scope of life insurance in which (i) the contracting party is a Relevant Person or a Person Closely Associated; (ii) the risk of the investment is held by the contracting party; and (iii) the contracting party has the power or the discretion to make investment decisions in relation to specific instruments contemplated by the life insurance or to carry out transactions regarding specific instruments of said insurance;

9. to all transactions involving the acquisition, disposal, subscription or exchange of Shares or instruments that allow for the subscription, acquisition or disposal of Shares or of debt financial instruments that can be converted into Shares or exchanged with them, or derivative financial instruments on the Shares in accordance with the Consolidated Finance Act or other financial instruments, equivalent to the Shares, representing those Shares (the "**Issuers' Regulation Related Financial Instruments**"), carried out, directly or indirectly by the Relevant Shareholders or the Persons Closely Associated with them (the "**Relevant Shareholder Transactions**").

9.1 For the purpose of that established in point 2.1 above and the consequent communication obligations to Consob, the Company and the public as provided for in Article 3 below, only the subsequent Transactions carried out directly or on behalf of the Relevant Persons and the Persons Closely Associated will be considered once a total amount of Euro 20,000.00 (twenty thousand) has been reached over a calendar year, calculated by summing, without any offsetting, all the Transactions.

9.2 The following are not reported:

- 10.** the Relevant Shareholders' Transactions where the total amount does not amount to Euro 20,000.00 (twenty thousand) within the end of the year; following each communication, the Relevant Shareholders' Transactions where the total amount does not reach a value of a further Euro 20,000.00 (twenty thousand) by the end of the year are not reported; for the derivative Financial Instruments Related, the amount is calculated with reference to the underlying Shares;
- 11.** the transactions carried out between the Relevant Shareholder and the Persons Closely Associated with him/her;
- 12.** the transactions carried out by the Company and its subsidiaries;
- 13.** the transactions carried out in other cases provided for under the Issuers' Regulation, to the extent applicable and relevant;

14. ARTICLE 3

REPORTING OBLIGATIONS - TERMS AND MECHANISMS OF IMPLEMENTATION

- 14.1 The Relevant Persons and the Persons Closely Associated with them have to report to Consob and the Company of the Transactions pursuant to Article 2 above within 3 (three) business days from the date of the Transaction.
- 14.2 The Company, represented by the Person Responsible, reports to the public with the mechanisms provided for under the *Internal Dealing* Law in effect at the time of the information received from the Relevant Persons and the Persons Closely Associated, on a timely basis and no later than 3 (three) business days from the date of the Transaction. In order to allow the Company to comply with that time-frame, the Relevant Persons and the Persons Closely Associated undertake, with respect to the Company, to make the report provided for under paragraph 1 above with respect to the Company no later than 2 (two) business days from the date of the Transaction.
- 14.3 The Relevant Persons and the Persons Closely Associated can avail of the Company to make reports to Consob relating to the Transactions described in Article 2 above, giving the necessary authorisation in accordance with the Template attached hereto as Annex 2A, with all the information necessary provided therein. In that case, the Relevant Persons and the Persons Closely Associated will have to report the Transactions carried out within 2 (two) business days from the date of the Transaction, asking for the report to Consob to be carried out by the Company. Once the information has been received by the Relevant Persons or the Persons Closely Associated, the Company, represented by the Person Responsible, shall report to Consob and the public, with the mechanisms provided for under the *Internal Dealing* Law in effect at the time, no later than 3 (three) business days from the date of the Transaction.
- 14.4 The direct and indirect reports to Consob and the public as provided under Article 3.1, 3.2 and 3.3 of the Procedure must be carried out using the template set out in the annex to this Procedure as Annex 3A (the "**MAR Template**") in accordance with the mechanisms provided for by the *Internal Dealing* Law in effect at the time.
- 14.5 The Relevant Shareholders will have to report to Consob and the public on the Transactions pursuant to Article 2 above carried out by themselves or by the Persons Closely Associated with them by the end of the fifteenth day of the month following the month in which the Relevant Shareholder Transaction was carried out.
- 14.6 The Relevant Shareholders can avail of the Company to make the reports to Consob and the public relating to the Relevant Shareholders' Transactions, giving the necessary authorisation in accordance with the Template attached hereto as Annex 2B, containing all the information necessary provided therein. In that case, the Relevant Shareholders will have to report the Relevant Shareholders' Transactions carried out by themselves or by the Persons Closely Associated with them by the end of the fifteenth day of the month following the month in which the transaction was carried out, and the information relating to said transaction. In that case, the Company will publish and/or report to Consob the information relating to the Transactions of the Relevant Shareholders received by the end of the open trading day following the date of its receipt.
- 14.7 The direct and indirect reports to Consob and the public as provided under Articles 3.5 and 3.6 of the Procedure must be carried out using the template set out in the annex to this Procedure as Annex 3B (the "**IR Template**") in accordance with the mechanisms provided for by the Consolidated Finance Act and the Issuers' Regulation in effect at the time.

- 14.8 The reporting obligations provided for under Articles 3.5 and 3.6 shall not apply if the Relevant Shareholders or the Persons Closely Associated with them have to report the Transactions in accordance with articles 3.1, 3.2 and 3.3 of the Procedure.

The Company will publish all the reports provided for under this Article 3 of the Procedure on its *Internet* website.

15. ARTICLE 4
FUNCTIONS OF THE PERSON RESPONSIBLE

- 15.1 The Person Responsible will deliver, using certified email, fax or registered letter with notice of receipt, a copy, on paper or on another durable medium, of this Procedure to the Relevant Persons and the Relevant Shareholders and notify them in writing of the obligations they have to comply with in accordance with the *Internal Dealing* Law.
- 15.2 The Person Responsible will keep a copy of the above-mentioned notification and undertakes to receive, manage and disclose the information provided for under the *Internal Dealing* Law to the public and to Consob.
- 15.3 The Person Responsible will provide the interested parties with clarifications on the interpretation and the methods of application of the Procedure and will monitor the proper and timely application and submit them to the Board of Directors, providing, for the Chief Executive Officer, any proposals for the amendment and/or addition to the Procedure as considered necessary and advisable from time to time.
- 15.4 The Person Responsible will draw up and update the List and keep all the communications received from the Relevant Persons, the Relevant Shareholders and by or on behalf of the Persons Closely Associated and provided to Consob and the public.

16. ARTICLE 5
ACCEPTANCE OF THE PROCEDURE AND REPORTING MECHANISMS OF THE TRANSACTIONS TO THE COMPANY

- 16.1 Each Relevant Person and each Relevant Shareholder will sign and return to the Person Responsible by e-mail, certified post, fax or registered letter with notice of receipt, the declaration described under Annex 4 upon receipt of the Procedure, and undertakes to comply with the provisions.
- 16.2 The Relevant Persons and Persons Closely Associated will have to make reports to Consob and the Company of the Transactions entered into using the MAR Template, while the Relevant Shareholders will have to report to Consob and the public, including through the Company, regarding the Relevant Shareholders' Transactions carried out by them or by Persons Closely Associated, using the IR Template, it being understood that both the MAR Template and the IR Template will have to be sent using electronic means in line with those indicated by Consob.
- 16.3 The Company, through the Person Responsible, will have to provide the Relevant Person and Persons Closely Associated with him/her, and the Relevant Shareholder, with a prompt response after receiving the report.

17. ARTICLE 6
CLOSED PERIODS

- 17.1 The Relevant Persons may not carry out Transactions on their behalf or on behalf of third parties, directly or indirectly, in the 30 (thirty) calendar days before the report to the public of the financial statements or interim financial reports that the Company has to make public in accordance with legislative and regulatory provisions in effect at the time ("***Closed Periods***"). In the interests of clarity,

the period of 30 (thirty) calendar days prior to the announcement starts from the date of the Board of Directors' meeting established for the approval of the accounting data according to the Company's financial calendar, or otherwise fixed, and the Closed Periods ends only after the press release on the approval of the aforesaid accounting data has been released to the public.

- 17.2 For the purposes of the above, the Relevant Persons shall be promptly informed, by the Person Responsible, by e-mail, of the dates scheduled for the approval and announcement of the draft annual financial statements, the consolidated financial statements, the half-yearly financial report and the interim management reports (or other accounting situations for the period when they are similar) that the Company is required to, or has decided to, make public and of the consequent start of the relevant Closed Periods, as well as of any other cases in which a Closed Period must be observed.
- 17.3 This is subject to the power of the Board of Directors (or, in urgent cases, the CEO), to identify other periods or circumstances in which the Transactions carried out by the Relevant Persons are subject to limits or prohibitions and in that case, said decisions will have to be immediately reported to the Relevant Persons and the Person Responsible, and to permit the Relevant Persons to trade on their own behalf or on behalf of third parties during the *Closed Periods* (i) on the basis of an assessment carried out on a case by case basis in the presence of exceptional conditions such as serious financial difficulties that require the Financial Instruments to be immediately sold, or (ii) due to the characteristics of the trade in the case of Transactions carried out at the same time or in relation to an employee shareholding plan or a savings plan, a guarantee or rights to shares, or transactions in which the beneficiary interest of the security in question is not subject to changes, in any case within the limits and with the mechanisms provided for under the *Internal Dealing Law* described in Annex 5 and by the other legislative and regulatory provisions in effect at the time.
- 17.4 For the purposes set forth in Article 6.3, point (i) above, the Relevant Persons, prior to any trading during a Closed Period, by means of a reasoned written request, by e-mail, shall request to the Person Responsible, who shall transmit the request to the Board of Directors, the authorisation to carry out the transaction during a Closed Period; this written request must contain a description of the Transaction in question and an explanation of why said transaction is the only reasonable way to obtain the necessary financing. In examining whether the circumstances alleged are exceptional (i.e., extremely urgent, unforeseen and compelling situations beyond the control of the Relevant Person and beyond his control, the Board of Directors (or the Chief Executive Officer, as the case may be)), shall assess, in addition to other indicators, whether and to what extent the Relevant Person: (i) at the time of submission of the request must fulfil a legally enforceable financial obligation or satisfy a claim; (ii) must fulfil or is in a situation created prior to the start of the Closed Period that requires the payment of an amount to a third party, including tax obligations, and such Relevant Person cannot reasonably meet it other than by executing the transaction.

18. ARTICLE 7

OBLIGATIONS OF THE RELEVANT PERSONS, THE RELEVANT SHAREHOLDERS AND SANCTIONS

- 18.1 The Relevant Persons and the Relevant Shareholders are obliged to notify the Persons Closely Associated in writing, on the basis of the form set out in Annex 5, of their obligations under this Procedure and the Internal Dealing Law. The Relevant Persons have to keep copies of the reports made, showing them upon the simple written request of the Company, Consob and any other competent authorities.
- 18.2 The failure to comply with the obligations and prohibitions set out under this Procedure will result in the liability as set out under the *Internal Dealing Law* and other laws in effect at the time.
- 18.3 In any case, the Company reserves the right to be compensated for any damage and/or liability that may attach to it resulting from the behaviour of the Relevant Persons or the Relevant Shareholders, including for the behaviour of Persons Closely Associated to them, in breach of this Procedure.

19. ARTICLE 8

AMENDMENTS AND ADDITIONS TO THE PROCEDURE

- 19.1 The Procedure may be amended and/or added to by the Board of Directors following changes in the laws or regulations or on the basis of the experience of its application in order to improve the *standards* of transparency with respect to the public.
- 19.2 The Person Responsible will promptly notify the Relevant Persons and the Relevant Shareholders in writing of any amendments and/or additions to the Procedure pursuant to this article and will have to take action in order to obtain the acceptance of the Procedure as amended in accordance with Article 8.1 above, in the forms and using the mechanisms indicated in Article 5 above.

20. ARTICLE 9

PROCESSING PERSONAL DATA

- 20.1 The personal data of the Relevant Persons, the Relevant Shareholders and the Persons Closely Associated will be reported and processed in accordance with EU and national laws on the protection of personal data in effect at the time and in order to fulfil the obligations provided for under the Procedure and the *Internal Dealing* Law.

ANNEX 1

The Transactions governed by this Procedure and the notification obligations provided for by the *Internal Dealing*⁴ Law include:

- a) acquisition, disposal, short disposal, subscription or exchange;
- b) acceptance or exercise of a stock option, including of a stock option granted to Relevant Persons or employees as part of their remuneration package, and the disposal of shares stemming from the exercise of a stock option;
- c) entering into or exercise of equity swaps;
- d) transactions in or related to derivatives, including cash-settled transactions;
- e) entering into a contract for difference on a financial instrument;
- f) acquisition, disposal or exercise of rights, including *put* and *call* options, and *warrants*;
- g) subscription to a capital increase or debt instrument issuance;
- h) transactions in derivatives and financial instruments linked to a debt instrument of the concerned issuer, including *credit default swaps*;
- i) conditional transactions upon the occurrence of the conditions and actual execution of the transactions;
- j) automatic or non-automatic conversion of a financial instrument into another financial instrument, including the exchange of convertible bonds to shares;
- k) gifts and donations made or received, and inheritance received;
- l) transactions executed in index-related products, baskets and derivatives, insofar as required by Article 19 of the MAR;
- m) transactions executed in shares or units of investment funds, including alternative investment funds (AIFs) referred to in Article 1 of Directive 2011/61/EU of the European Parliament and of the Council, insofar as required by Article 19 of the MAR;
- n) transactions executed by manager of an AIF in which the Relevant Person or a Person Closely Associated has invested, insofar as required by Article 19 of the MAR;
- o) transactions executed by a third party under an individual portfolio or asset management mandate on behalf or for the benefit of a Relevant Person or a Person Closely Associated;
- p) borrowing or lending of shares or debt instruments of the issuer or derivatives or other financial instruments linked thereto;
- q) assignment as a guarantee or loan or the establishment of other real rights of guarantee (for example a pledge) relating to shares or derivative instruments or other related financial instruments (apart from the assignment as a guarantee or loan or the establishment of other property rights of guarantee in connection with the deposit of the financial instruments in a custodial account unless and until said assignment as a guarantee or loan or other establishment of a property guarantee is intended to obtain a specific credit facility).

⁴ See article 10 of Regulation 522/2016.

ANNEX 2A

I, the undersigned

in my capacity as a [“Relevant Person”]/[“Person Closely Associated”] in accordance with the *internal dealing* matters adopted by EuroGroup Laminations S.p.A. (where the definitions, unless otherwise provided, are understood to be fully integrated herein) and in that capacity, with the requirement to fulfil the reporting obligations provided for under the *Internal Dealing* Law and Article 3 of the Procedure relating to the Transactions pursuant to Article 2 of the Procedure,

GRANT

- EuroGroup Laminations S.p.A., represented by the Person Responsible, the responsibility to carry out, on my behalf, the report to Consob of the Transactions carried out by the undersigned.

To that end, I undertake to notify the Person Responsible of the Transactions, immediately, and, in any case, within 2 (two) business days from the date of the Transaction.

(signature)

(date)

ANNEX 2B

I, the undersigned

in my capacity as Relevant Shareholder in accordance with the *internal dealing* matters adopted by EuroGroup Laminations S.p.A. (where the definitions, unless otherwise provided, are understood to be fully integrated herein) and in that capacity, with the requirement to fulfil the reporting obligations provided for under the *Internal Dealing* Law and Article 3 of the Procedure relating to the Transactions pursuant to Article 2 of the Procedure,

GRANT

- EuroGroup Laminations S.p.A., represented by the Person Responsible, the responsibility to carry out, on my behalf, the report to Consob of the Transactions carried out by the undersigned or the Persons Closely Associated with the undersigned.

To that end, I undertake to notify the Person Responsible of the Transactions, immediately, and in any event within the fifteenth day of the month following the month in which the transaction was carried out.

(signature)

(date)

ANNEX 3A

Notification and communication Template to the public of the transactions carried out by the Relevant Persons and the Persons Closely Associated⁵ (MAR Template)

1	Details of the person discharging administration, control or management responsibilities/person closely associated	
a)	Name	<i>[For natural persons: name and surname]</i> <i>[For legal persons: full name including legal form as provided for in the register where it is incorporated, if applicable].</i>
2	Reason for the notification	
a)	Position/status	<i>[For persons discharging administration, control or managerial responsibilities: indicate the position (for example Chief Executive Officer, Chief Financial Officer) occupied within the issuer, emission allowances market participant/auction platform/auctioneer/auction monitor].</i> <i>[For persons closely associated,</i> — <i>an indication that the notification concerns a person closely associated with a person discharging administration, control or managerial responsibilities;</i> — <i>name and surname and position of the relevant person discharging administration, control or managerial responsibilities].</i>
b)	Initial notification/amendment	<i>[Indication that this is an initial notification or an amendment to prior notifications. In case of amendment, explain the error that this notification is amending].</i>
3	Details of the issuer, emission allowance market participant, auction platform, auctioneer or auction monitor	
a)	Name	<i>[Full name of the entity].</i>
b)	LEI	<i>[Legal Entity Identifier code in accordance with ISO 17442 LEI code].</i>
4	Details of the transaction(s): section to be repeated for (i) each type of instrument; (ii) each type of transaction; (iii) each date; and (iv) each place where transactions have been conducted	
a)	Description of the financial instrument, type of instrument	— <i>Indication as to the nature of the instrument:</i> — <i>a share, a debt instrument, a derivative or a financial instrument linked to a share or a debt instrument;</i>

⁵

The Template complies with the template set out in the Annex to Regulation 523/2016

	Identification code	<p>—an emission allowance, an auction product based on an emission allowance or a derivative relating to an emission allowance.</p> <p>— Instrument identification code as defined under Commission Delegated Regulation supplementing Regulation (EU) No 600/2014 of the European Parliament and of the Council with regard to regulatory technical standards for the reporting of transactions to competent authorities adopted under Article 26 of Regulation (EU) No 600/2014].</p>					
b)	Nature of the transaction	<p>[Description of the transaction type using, where applicable, the type of transaction identified in Article 10 of the Commission Delegated Regulation (EU) 2016/522 adopted under Article 19, paragraph 14 of Regulation (EU) No 596/2014 or a specific example set out in Article 19, paragraph 7 of Regulation (EU) No 596/2014.</p> <p>Pursuant to Article 19, paragraph 6, letter e) of Regulation (EU) No 596/2014, it shall be indicated whether the transaction is linked to the exercise of a share option programme]</p>					
c)	Price(s) and volume(s)	<table><tr><th>Price(s)</th><th>Volume(s)</th></tr><tr><td></td><td></td></tr></table>	Price(s)	Volume(s)			<p>[Where more than one transaction of the same nature (acquisitions, sales, lendings, borrows, etc.) on the same financial instrument or emission allowance are executed on the same day and on the same place of transaction, prices and volumes of these transactions shall be reported in this field, in a two columns Template as presented above, inserting as many lines as needed.</p> <p>Using the data standards for price and quantity, including where applicable the price currency and the quantity currency, as defined under Commission Delegated Regulation supplementing Regulation (EU) No 600/2014 of the European Parliament and of the Council with regard to regulatory technical standards for the reporting of transactions to competent authorities adopted under Article 26 of Regulation (EU) No 600/2014].</p>
Price(s)	Volume(s)						
d)	Aggregate information - Aggregate volume - Price	<p>[The volumes of multiple transactions are aggregated when these transactions:</p> <p>—relate to the same financial instrument or emission allowance;</p> <p>—are of the same nature;</p> <p>—are executed on the same day; and</p> <p>—are executed on the same place of transaction.</p> <p>Using the data standard for quantity, including where applicable the quantity currency, as defined under Commission Delegated Regulation supplementing Regulation (EU) No 600/2014 of the European Parliament and of the Council with regard to regulatory technical standards for the reporting of transactions to competent authorities adopted under article 26 of Regulation (EU) No 600/2014].</p>					

		<p><i>[Price information:</i></p> <p><i>—In case of a single transaction, the price of the single transaction;</i></p> <p><i>—In case the volumes of multiple transactions are aggregated: the weighted average price of the aggregate transactions.</i></p> <p><i>Using the data standard for price, including where applicable the price currency, as defined under Commission Delegated Regulation supplementing Regulation (EU) No 600/2014 of the European Parliament and of the Council with regard to regulatory technical standards for the reporting of transactions to competent authorities adopted under Article 26 of Regulation (EU) No 600/2014].</i></p>
e)	Date of the transaction	<p><i>[Date of the particular day of execution of the notified transaction. Using the ISO 8601 date format: YYYY-MM-DD; UTC time].</i></p>
f)	Place of the transaction	<p><i>[Name and code to identify the MiFID trading venue, the systematic internaliser or the organised trading platform outside of the Union where the transaction was executed as defined under Commission Delegated Regulation supplementing Regulation (EU) No 600/2014 of the European Parliament and of the Council with regard to regulatory technical standards for the reporting of transactions to competent authorities adopted under Article 26 of Regulation (EU) No 600/2014, or if the transaction was not executed on any of the above mentioned venues, please mention ‘outside a trading venue’].</i></p>

ANNEX 3B

Notification and communication Template to the public of the Transactions carried out by the Relevant Shareholders and the Persons Closely Associated⁶ (IR Template)

1	Details of the person discharging administration, control or management responsibilities/person closely associated	
a)	Name	<p><i>[For natural persons: name and surname]</i></p> <p><i>[For legal persons: full name including legal form as provided for in the register where it is incorporated, if applicable.]</i></p>
2	Reason for the notification	
a)	Position/status	<p><i>Party who holds shares of at least equal to 10 per cent of the listed issuer:</i></p> <p><i>Party who controls the listed issuer</i></p> <p>-----</p> <p><i>Closely associated party</i></p> <p><i>Indicate that the notification relates to a person closely associated with:</i></p> <p><i>[For natural persons: name and surname]</i></p> <p><i>[For legal persons: full name including legal form as provided for in the register where it is incorporated, if applicable.]</i></p>
b)	Initial notification/amendment	<p><i>[Indication that this is an initial notification or an amendment to prior notifications. In case of amendment, explain the error that this notification is amending.]</i></p>
3	Details of the issuer, emission allowance market participant, auction platform, auctioneer or auction monitor	
a)	Name	<i>[Full name of the entity.]</i>
b)	LEI	<i>[Legal Entity Identifier code in accordance with ISO 17442 LEI code.]</i>
4	Details of the transaction(s): section to be repeated for (i) each type of instrument; (ii) each type of transaction; (iii) each date; and (iv) each place where transactions have been conducted	
a)	Description of the financial instrument, type of instrument Identification code	<p><i>[— Indication as to the nature of the instrument:</i></p> <p style="padding-left: 20px;"><i>—a share, a debt instrument, a derivative or a financial instrument linked to a share or a debt instrument;</i></p> <p style="padding-left: 20px;"><i>—an emission allowance, an auction product based on an emission allowance or a derivative relating to an emission allowance.</i></p> <p><i>— Instrument identification code as defined under Commission Delegated Regulation supplementing Regulation (EU) No 600/2014 of the European Parliament and of the Council with regard to regulatory technical standards for the reporting of transactions to competent authorities adopted under</i></p>

		<i>Article 26 of Regulation (EU) No 600/2014.]</i>	
b)	Nature of the transaction	<i>[acquisition, disposal, subscription or exchange].</i>	
c)	Price(s) and volume(s)	Price(s)	Volume(s)
		<i>[Where more than one transaction of the same nature is carried out on the same day or in the same place, indicate, in aggregate form, the total volume and the average weighted price of said transactions].</i>	
d)	Date of the transaction	<i>[Date of the particular day of execution of the notified transaction. Using the ISO 8601 date format: YYYY-MM-DD; UTC time.]</i>	
e)	Place of the transaction	<i>Name of the trading venue:</i> <i>Identification code</i> <i>«Outside a trading venue»:</i>	

ANNEX 4

I, the undersigned

- having acknowledged that I was included as a ["Relevant Person"] / ["Relevant Shareholder"] and that I was entered onto the List of Relevant Persons, Relevant Shareholders and the Persons Closely Associated established by the Company in accordance with the *Internal Dealing* Procedure adopted by EuroGroup Laminations S.p.A. (where the definitions are intended to be fully integrated herein unless otherwise provided);

- confirming that I have received, read and understood the Procedure;

- aware of the obligations provided for under the *Internal Dealing* laws;

UNDERTAKE

- to follow and duly fulfil the obligations provided for under the Procedure, the *Internal Dealing* Law and the other provisions of the law and regulations applicable at the time;
- to notify in writing the "Persons Closely Associated" with the undersigned as defined in the Procedure, of the obligations that they have to fulfil in accordance with the Procedure, the *Internal Dealing* Law and the other provisions of the law and regulations in effect at the time, and keep a copy of the notification made, showing it at the simple written request of the Company, Consob and other competent authorities;
- for the purpose of drafting and updating the List as provided for under article 1.4 of the Procedure, to notify the Person Responsible within 3 business days from the date of this declaration of the identifying data of the Persons Closely Associated, also undertaking to notify the Person Responsible of any change in the data provided with respect to the undersigned and the Persons Closely Associated promptly or at the simple request of the Person Responsible.

(signature)

In accordance with prevailing laws on the protection of personal data, I give my irrevocable consent to the processing of my personal data in order to fulfil the requirements set out under primary and secondary laws.

(signature)

(date)

ANNEX 5

Subject: notification of identification as a Person Closely Associated with [Relevant Persons] / [Relevant Shareholders] pursuant to Article 19 of Regulation (EU) no. 596/2014

Dear *[name and surname of the Closely Associated Person]*,

In compliance with the obligation set out in Article 19 of Regulation (EU) no. 596/2014 ("**MAR**") and the *Internal Dealing* Procedure adopted by EuroGroup Laminations S.p.A. (respectively the "Procedure" and the "Company"), of which the Undersigned is a [Relevant Person] / [Relevant Shareholder] (as defined therein), I hereby give notice that I have indicated you as a Person Closely Associated with the Undersigned pursuant to Article 1 of the Procedure and, therefore, you will be included in the List of Persons Closely Associated with the [Relevant Persons] / [Relevant Shareholders] required to comply with the legal obligations on internal dealing and, in particular, the disclosure obligations provided for by Article 19 of the MAR and the Procedure.

Considering the sanctions that may be imposed in the event of breach of the aforementioned disclosure obligations, I invite you to read the relevant regulations, as well as the Procedure (attached hereto and available on the Company's website).

In order to comply with the all the legal requirements, please return to me a copy of this letter duly dated and signed for acknowledgement and acceptance.

(Place and Date)

(Signature of [Relevant Person] / [Relevant Shareholder])

FOR ACCEPTANCE

(Place and Date)

(Signature of the Closely Associated Person)

ANNEX 6

Trading during a *Closed Period* (Articles 7 and 8 of the Regulation 522/2016)

A Relevant Person shall have the right to conduct trading during a *Closed Period* as defined under article 19, paragraph 11 of the MAR and article 6 of the Procedure provided that the following conditions are met:

- a) one of the circumstances referred to in article 19, paragraph 12 of the MAR and article 6.2 of the Procedure is met;
- b) the Relevant Person is able to demonstrate that the particular transaction cannot be executed at another moment in time than during the *Closed Period*.

In the circumstances set out in article 19, paragraph 12 letter a) of the MAR and article 6.2 (i) of the Procedure, prior to any trading during the *Closed Period*, the Relevant Person shall provide a reasoned written request to the issuer for obtaining the issuer's permission to proceed with immediate disposal of shares of that issuer during a *Closed Period*. The written request shall describe the envisaged transaction and provide an explanation of why the disposal of shares is the only reasonable alternative to obtain the necessary financing.

When deciding whether to grant permission to proceed with immediate sale of its shares during a *Closed Period*, the Company shall make a case-by-case assessment of a written request by the Relevant Person. The Company shall have the right to permit the immediate sale of Shares only when the circumstances for such transactions may be deemed exceptional.

The circumstances shall be considered to be exceptional when they are extremely urgent, unforeseen and compelling and where their cause is external to the Relevant Person and outside his/her control.

When examining whether the circumstances described in the written request are exceptional, the Company shall take into account, among other indicators, whether and to the extent to which the Relevant Person:

- a) is at the moment of submitting its request facing a legally enforceable financial commitment or claim;
- b) has to fulfil or is in a situation entered into before the beginning of the closed period and requiring the payment of sum to a third party, including tax liability, and cannot reasonably satisfy a financial commitment or claim by means other than immediate disposal of the Shares.

Characteristics of the trading during a *Closed Period* (Article 9 of Regulation 522/2016)

The Company shall have the right to permit the Relevant Person to trade on its own account or for the account of a third party during a *Closed Period*, including but not limited to circumstances where:

- a) the Relevant Person had been awarded or granted financial instruments under an employee scheme, provided that the following conditions are met:
 - 1. the employee scheme and its terms have been previously approved by the Company in accordance with national law and the terms of the employee scheme specify the timing of the award or the grant and the amount of financial instruments awarded or granted, or the basis on which such an amount is calculated and given that no discretion can be exercised;
 - 2. the Relevant Person does not have any discretion as to the acceptance of the financial instruments awarded or granted;
 - i. the Relevant Person had been awarded or granted financial instruments under an employee scheme that takes place in the *Closed Period* provided that a pre-planned and organised approach is followed regarding the conditions, the periodicity, the time of the award, the group of entitled persons to whom the financial instruments are granted and the amount of financial instruments to be awarded, the

award or grant of financial instruments takes place under a defined framework under which any Inside Information cannot influence the award or grant of financial instruments;

- ii. the Relevant Person exercises options or *warrants* or the right of conversion of convertible bonds assigned to him/her under an employee scheme when the expiration date of such options, *warrants* or convertible bonds falls within a *Closed Period*, as well as sales of the shares acquired following the exercise of said options, *warrants* or conversion rights, provided that all of the following conditions are met:
 - a. the Relevant Person notifies the Company of his/her choice to exercise the options, warrants or conversion rights at least four months before the expiration date;
 - b. the decision of the Relevant Person is irrevocable;
 - c. the Relevant Person has received the authorisation from the Company prior to proceeding;
- iii. the Relevant Person acquires the Company's financial instruments under an employee saving scheme, provided that all of the following conditions are met:
 - a. the Relevant Person has entered into the scheme before the *Closed Period*, except when he/she cannot enter into the scheme at another time due to the date of commencement of employment;
 - b. the Relevant Person does not alter the conditions of its participation into the scheme or cancel his/her participation into the scheme during the *Closed Period*;
 - c. the acquisition operations are clearly organised under the scheme terms and that the Relevant Person has no right or legal possibility to alter them during the *Closed Period*, or are planned under the scheme to intervene at a fixed date which falls in the *Closed Period*;
 - d. the Relevant Person transfers or receives, directly or indirectly, Shares, provided that they are transferred between two accounts of the Relevant Person and that such a transfer does not result in a change in their price;
 - e. the Relevant Person acquires a guarantee or entitlement of Shares and the final date for such an acquisition is within the *Closed Period* in accordance with the articles of association of the Company or the law, provided that the Relevant Person submits evidence to the Company of the reasons for the acquisition not taking place at another time, and the Company is satisfied with the provided explanation.