

Annex 1

Collection of capital for innovative start-ups: Consolidated Law of Finance new provisions

PART I COMMON PROVISIONS

Article 1 Definitions

(...)

5-novies. A “portal for the collection of capital for innovative start-ups” refers to an on-line platform for the sole purpose of facilitating the collection of risk capital on the part of innovative start-ups, including start-ups with a social vocation.

5-decies. An “innovative start-up” refers to a company as defined by article 25, subsection 2, of Italian decree law n 179 of 18 October 2012 45.

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Chapter III-quater

Management of portals for the collection of capital for innovative start-ups

Article 50-quinquies

Management of portals for the collection of capital for innovative start-ups

1. A portal manager is the subject which professionally practises the portal management service for the collection of capital for innovative start-ups, entered on the register referred to in subsection 2.

2. The management of portals for the collection of capital for innovative start-ups is reserved to the investment companies and banks authorised to provide the relative investment services and to the subjects entered on a special register held by Consob, providing these latter transmit the orders regarding the underwriting and trading of financial instruments representing capital exclusively to banks and investment companies. The subjects on the said register are not subject to the provisions of Part II, Title II, Chapter II and of article 32.

3. The following requisites are necessary for entry on the register referred to in subsection :

- a) the enterprise must be a joint stock company, a company with unlimited responsibility, a limited company or a cooperative society;
- b) the registered and administrative head office or, for Community subjects, the permanent seat, must be located in the Italian Republic;
- c) the company's purpose must be that contemplated in subsection 1;
- d) the controlling shareholders or the subjects who have power of administration, direction and control must have the integrity requirements established by Consob;
- e) the controlling shareholders or the subjects who have power of administration, direction and control must have the professional requirements established by Consob;

4. The subjects on the register referred to in subsection 2 may not hold sums of money or financial instruments belonging to third parties.

5. Consob determines, by regulation, the principles and criteria relative to:

- a) the format of the register and the relative forms of publicity;
- b) any other conditions for entry on the register, reasons for suspension, for being struck off and for reinstatement, and the measures applicable to those on the register;
- c) any other causes of incompatibility;
- d) the rules of conduct that portal managers must respect in their relations with investors, contemplating a simplified system for professional customers.

6. Consob supervises portal managers to check on compliance with the provisions of this article and the relative implementation rules. For this purpose, Consob may request the communication of data and information and the transmission of deeds and documents, fixing the relative terms, and may also carry out inspections.

7. Portal managers who breach the provisions of this article or the provisions issued by Consob pursuant to the same, are punished, according to the severity of the breach and taking into account possible relapse, with a fine from five hundred euro to twenty-five thousand euro. Subjects on the register referred to in subsection 2, may also be suspended from one to four months or struck off the register. Subsections 2 and 3 of article 196 are applied. The provisions of Part II, Title IV, Chapter I, applicable to investment companies, asset management companies and harmonised management companies shall always hold firm 277.

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Article 100-ter

Offers via portals for the collection of capital

1. Public offers conducted exclusively via one or more portals dedicated to the collection of capital may have the sole purpose of the underwriting of financial instruments issued by innovative start-ups and must have a total amount lower than that determined by Consob pursuant to article 100, subsection 1, letter c).
2. Consob determines the discipline applicable to the offers referred to in the preceding subsection, in order to ensure that a part of the financial instruments offered are underwritten by professional investors or special categories of investors identified by Consob, when the offer is not reserved exclusively to professional customers, and to protect the investors who are not professional customers if the majority shareholders of the innovative start-up transfer their own equity to third parties after the offer