

MANUAL

for portals of equity crowd funding

This is the makeover of the Consob regulation on the collection of the risk capital on the part of innovative start-ups via online portals in the form of a MANUAL

This manual addresses persons who want to apply and run a business of an online platform raising equity for innovative start-ups.

You will find in this document:

- The rules on registering and managing of equity crowdfunding portals, structured in a more convenient way for future portal managers.
- Checklists for (i) registration (ii) necessary information on the offer.

Special features of the manual:

On the right side of each page there is an index button. When you click on this button, an index will light up and allow you to navigate more conveniently in the document. Legal terms and provisions in the document are highlighted. You can click on them and the definition of the term or text of the provision will pop up.

Title III - EVERYDAY OPERATIONS

STRUCTURE OF PORTAL

COMPANY STRUCTURE

ACTIVITIES

PAYMENT PROCEDURES AND COSTS

SAFETY

SERVICE

LEGAL

ART. 14 TASKS OF PORTAL MANAGER

CHANGES IN COMPANY



1. The portal manager shall send to the Consob, without delay, the information on:

amendments of the articles of association;

changes in the controlling shareholders with indication of the respective participation hold in absolute value and in percentage terms, together with the declaration relative to holding the integrity requirements to be met pursuant to article 8;

changes in the persons who perform managerial and supervisory functions, with indication of the relative powers and any delegated power, together with the declaration relative to the integrity and professional requirements set forth by article 9;

communications received pursuant to article 10, paragraph 1;

resolutions on suspension or revocation of offices, adopted pursuant to article 11, paragraph 2.



2. The manager shall communicate to the Consob without delay the starting, interruption and resumption dates of the activity.

CHANGES IN ACTIVITIES

Within 31 March of every year, the portal manager shall transmit to the Consob:

a. the report of the activities performed and the organisational structure according to the scheme provided by Annex 2, pointing out any changes that have occurred to the information already communicated. If there have been no changes, the report may not be sent, it remaining understood that such a circumstance must be communicated;

b. the data on portal activities, with indication of at least the aggregate

ART. 15 INVESTOR EDUCATION

GENERAL

COSTS

a. The risk of losing the entire invested capital.

b. The risk that it may be impossible to immediately cash in the investment.

c. The ban on distributing profit pursuant to article 25 of the decree.

BENEFITS

d. The taxation benefits applicable to such investments (especially regarding the temporary nature of the benefits and the hypothesis of their loss)

e. The derogations from corporate law contemplated by article 26 of the decree and from the bankruptcy law contemplated by article 31 of the decree.

BUSINESS PLAN

f. The typical contents of a business plan.

RIGHT TO WITHDRAW

OBLIGATIONS

PORTAL MANAGER'S OBLIGATIONS



The portal manager shall work with diligence, fairness and transparency, avoiding any conflicts of interest



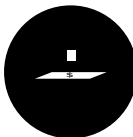
The portal manager shall make available to the investors, in a detailed, correct and not misleading manner and without omissions



The manager shall draw to the attention of the non-professional investors the fact that investments in high risk financial assets should be adequately proportionate to their financial resources.



The portal manager must ensure that the information provided via the portal is updated



The portal manager must ensure non-professional investors the right to withdraw from the adhesion order, without charge, by communication addressed to the manager in person, within seven days subsequent to the order.

Confidentiality Obligations

1. The portal manager shall adopt measures in order to ensure that the offer adhesion orders received by the investors are:



processed quickly, correctly and efficiently;



registered promptly and accurately;



transmitted with indication of the identity details of each investor, according to the chronological sequence by which they are received.

2. The banks and investment companies shall provide for the processing of the orders received via a portal manager and shall keep the latter informed on the relative results, ensuring respect for what is provided by paragraph 6.
3. The banks and investment companies which receive the orders shall operate towards the investors in compliance with the applicable provisions contained in Part II of the Consolidated Law and the relative implementation regulations. shall not apply in the following cases:



if the orders are issued by investors who are natural persons and the relative counter value is less than five hundred Euros per single order or one thousand Euros for all the orders in a single year;



if the orders are issued by investors which are legal persons and the relative total annual counter value is less than five thousand Euros per single order or ten thousand Euros for all the orders in a single year;

5. The portal manager shall acquire from the investor, in a format which allows its storage, a statement declaring that the investor has not exceeded, in the year of reference, the threshold indicated in paragraph 4. For this purpose, the total amount shall be the sum of the investments processed via the portal to which the orders were transmitted and all those through other portals.
6. The portal manager must ensure that, for each offer, the funds necessary for processing the orders are deposited on the non-transferable account held in the issuer's name at the banks and investment companies to which the orders are transmitted pursuant to article 25.

Art. 19

Confidentiality Obligations



The portal manager shall ensure the confidentiality of the information acquired from the investors pursuant to its own activity, except towards the issuer and for the purposes connected with the processing of the offer, as well as in any other case in which disclosure is imposed or allowed by law or regulations.

Art. 20

Document Archiving

1. The portal shall **store** in an orderly manner for at least **five years** in electronic or hardcopy format, copies of the correspondence and the contractual documentation related to the portal management, including:
 - a. receipt of the adhesion orders made through the portal and the exercise of the withdrawal and revocation rights;
 - b. the transmission of the orders to the banks and investment companies for the purpose of underwriting the financial instruments offered;
 - c. receipt of the confirmations of the underwriting of the financial instruments offered;
 - d. the certification set forth by article 17, paragraph 5.

**5 YEARS
STORAGE**



Electronic

or



Hard copy

Information of the offer

1. For each offer, the portal manager must publish:

a) the information indicated in Annex 3 and the relative updates provided by the issuer, also in the case of significant changes that may occur or material mistakes found in the offer, simultaneously informing the individuals who have adhered to the offer of each update;

b) the identification details of the banks or the investment companies which provide the processing of the orders and the identification details of the account contemplated by article 17, paragraph 6;

c) details of the procedures for the exercise of the right of revocation contemplated by article 25, paragraph 2;

d) the frequency and procedures by which the information on the state of the adhesions, the amount underwritten and the number of adherents will be provided.

2. The information indicated in paragraph 1 can also be provided by the use of multimedia techniques. The portal manager shall allow for the acquisition of the information specified in paragraph 1, letter a), on durable support.

