

## PHARMA MAR, S.A.

### INTERNAL REGULATION GOVERNING CONDUCT IN MATTERS RELATED TO THE SECURITIES MARKET

#### 1 Purpose of this Regulation

This internal regulation governing conduct (the "**Regulation**") contains rules of conduct in connection with the securities market that must be observed by Pharma Mar, S.A. (the "**Company**"), the members of its Board of Directors and the executives and employees to whom it is applicable.

#### 2 Persons to whom this Regulation applies

2.1 This Regulation is applicable, generally and permanently, to the following persons:

- a) The members of the Company's Board of Directors (and its Secretary);
- b) senior executives of the Company, i.e. those managers who report directly to the Board of Directors or the Managing Director and, in any case, the head of internal audit ("**Senior Management**"); and
- c) the other executives or employees of the Company or its group who are designated by the Steering Committee on the basis of their habitual, recurrent access to information relating to the Company or the Affected Securities (as defined below) that can normally be classified as inside information (information about earnings, potential corporate transactions, the acquisition or disposal of significant assets, the state of development or of the process of official approval of new products, agreements to commercialise products, etc.)

(each of them a "**Permanently Bound Person**" and together the "**Permanently Bound Persons**").

2.2 This Regulation will also apply, on a temporary basis, to those other executives and employees of the Company or its group and to the External Advisors (as defined in article 7.1 hereof) who, in connection with a specific transaction or situation, are party to inside information (each of them a "**Temporarily Bound Person**" and together the "**Temporarily Bound Persons**").

2.3 The Steering Committee envisaged in this Regulation will keep a list of Permanently Bound Persons and Temporarily Bound Persons that is up to date at all times.

2.4 The inclusion and exclusion from that list will be notified in writing to the persons in question by the Steering Committee, subject to all the general regulations governing the protection of personal data.

#### 3 Scope of application

The provisions of this Regulations will apply to the shares, options or other instruments on shares and to similar contracts giving entitlement to subscribe for or purchase shares or

whose underlying are shares of the Company, and to the debentures, convertible or otherwise, bonds, commercial paper, subordinated debt and, generally, any type of financial instrument issued by the Company (the "**Affected Securities**").

#### **4 General duty**

- 4.1 The Permanently Bound Persons and the Temporarily Bound Persons must always act in such a way that both they and the Company comply with the provisions of this Regulation and the regulations governing the securities market.
- 4.2 The Permanently Bound Persons and the Temporarily Bound Persons must consult the Steering Committee about any doubts which they may have regarding the scope or interpretation of this Regulation.

#### **5 Inside information**

- 5.1 The Permanently Bound Persons and the Temporarily Bound Persons must comply strictly with the legal obligation to refrain from using, in their own benefit or in that of third parties, any inside information relating to the Company or the Affected Securities.
- 5.2 For the purposes of this Regulation, the term inside information will be as defined in article 7 of Regulation (EU) No 596/2014 of the European Parliament and of the Council of 16 April 2014 on market abuse ("**Market Abuse Regulation**"):
  - " ... inside information shall comprise ... information of a precise nature, which has not been made public, relating, directly or indirectly, to the Company or the Affected Securities, and which, if it were made public, would be likely to have a significant effect on the prices of those [securities].*
  - Information shall be deemed 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 ... . 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 financial instruments or 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."*

**("Inside Information")**.

- 5.3 All Permanently Bound and Temporarily Bound Persons who possess inside information are obliged to safeguard it, without prejudice to their duty to inform, and cooperate with, the judicial and administrative authorities in the terms provided by law. Additionally, in

compliance with the law, they must abstain, in accordance with the provisions of the Market Abuse Regulation,

- a) from performing or attempting transactions with Inside Information, as defined in article 8 of the Market Abuse Regulation, i.e. acquiring or disposing of, for their own account or for the account of a third party, directly or indirectly, Affected Securities, and cancelling or amending an order concerning the Affected Securities to which the information relates where the order was placed before the person concerned possessed the Inside Information;
- b) from recommending or inducing another person to engage in dealing, consisting of recommending that another person acquire or dispose of Affected Securities, or cancel or amend an order, inducing them to acquire or dispose of them, or recommending or inducing them to cancel or amend orders on the basis of such Inside Information.
- c) from engaging in unlawful disclosure of inside information, i.e. where a person discloses Inside Information to any other person, except where the disclosure is made in the normal exercise of an employment, a profession or duties.

**5.4** Where a Permanently Bound Person or a Temporarily Bound Person who is in possession of Inside Information considers that the prohibition from dealing should not apply to them since it does not entail the use of Inside Information or for any other reason, they must notify the Steering Committee and may only engage in dealing once they have obtained the consent of the Steering Committee.

## **6 Market manipulation**

**6.1** Permanently Bound Persons and Temporarily Bound Persons may not engage in any action, either in a personal capacity or on behalf of the Company, with respect to the Affected Securities that might constitute manipulation or attempted manipulation of the market, as provided in the Market Abuse Regulation.

**6.2** Consequently, Permanently Bound Persons and Temporarily Bound Persons may not engage in, and must procure that the Company does not engage in, with respect to the Affected Securities, the following conducts:

- (a) entering into a transaction, placing an order to trade or any other behaviour which:
  - (i) gives, or is likely to give, false or misleading signals as to the supply of, or demand for, the Affected Securities; of
  - (ii) securing, or being likely to secure, the price of one or more of the Affected Securities at an abnormal or artificial level;
- (b) entering into a transaction, placing an order to trade or any other activity or behaviour which affects or is likely to affect the price of one or more of the Affected Securities;
- (c) disseminating information through the media, including the internet, or by any other means, which gives, or is likely to give, false or misleading signals as to the supply of, demand for, or price of, any of the Affected Securities, or is likely to secure the price of one or more of the Affected Securities at an abnormal or artificial level, including the dissemination of rumours, where the person who made the

dissemination knew, or ought to have known, that the information was false or misleading;

## **7 Examination or negotiation of transactions and development and commercialisation of new products**

**7.1** The Steering Committee is empowered to decide on the adoption of the following measures or actions during the phases of examination or negotiating any type of corporate or financial transaction that may significantly influence the price of the Affected Securities:

- (a) The opening and keeping of a documentary register (list of insiders) in accordance with the applicable regulations, listing: (i) the persons inside or outside the organisation that are involved in, or informed of, the project, which should be as small a number as possible; (ii) the reason for which each of them is party to the information, and the date on which they became party; (iii) the date on which the register was created; and (iv) the date on which any registered information was added or amended.

Those persons included in the register must be informed expressly of the nature of the information, their duty to keep it confidential, and the prohibition on making use of it; they must also be informed of their inclusion in the register, the fact that they are classified as Temporarily Bound Persons for the purposes of this Regulation, and the other conditions set out in the general regulations on the protection of personal data.

In the case of persons outside the organisation who form part of a firm or company that is advising or assisting the Company in the transaction ("External Advisors"), the register can confine itself to identifying that organisation in question and the person within it who is responsible for the project, provided that the organisation has confirmed in writing that it will maintain a list of persons within it who are involved in, or are party to, the project, setting out at least the same data as in the Company's list of insiders, and giving them the caveats and information in the terms set out in the preceding paragraph.

- (b) Monitoring of market performance of the Affected Securities and of news items in the media, whether the specialised business media or otherwise, that might affect them.

In the event that the volumes traded or the market prices perform in an abnormal fashion and that there are rational indications that this performance is due to premature, partial or distorted disclosure of the transaction, the Company must issue, without delay, a regulatory disclosure which clearly and precisely indicates the status of the transaction under way or contains a preview of the information to be provided.

**7.2** The Steering Committee will resolve upon the measures set out in section 7.1 above provided that the Company is in possession of material non-public information (i.e. of sufficient relevance to have an appreciable impact on the market price of the Affected Securities if it were to be made public) on the state of development or the process of approval by the authorities of Spain or other countries of new products, or potential licensing agreements or any other type of agreement related to product commercialisation.

To determine whether the information is material for these purposes, the following factors, among others, must be taken into account:

- (a) the materiality of the product in question with respect to the Company's future sales, revenues or profits;
- (b) the degree of uncertainty, based on existing indicators, as to whether the final outcome of the research or tests on the product will be positive or negative;
- (c) the time remaining until the completion of the tests or trials or until resolution by the authorities on marketing approval for the product.

**7.3** The Company must establish security measures for the custody, filing, access, reproduction and distribution of the information referred to in preceding sections, and of the information relating to processes or projects which, though not sufficiently material, might become sufficient material in the future.

## **8 Duty to disclose transactions**

**8.1** Any transactions in the Affected Securities by Permanently Bound Persons or Temporarily Bound Persons or any other person closely related to them as defined the Market Abuse Regulation ("**Person Closely Associated**").

Nevertheless, there will be no disclosure obligation provided that the total amount of the transactions in Affected Securities performed by a Permanently Bound Person, a Temporarily Bound Person or any other Person Closely Associated to a Permanently Bound or Temporarily Bound Person does not exceed 5,000 euro. This limit is calculated with respect to all the transactions carried out within a given calendar year.<sup>1</sup>

**8.2** The disclosure to the Company must be made in the terms, form and time (within the following three business days) set out in Article 19 of the Market Abuse Regulation and its secondary legislation.

(Attached as **Annex 1** is a copy of the aforementioned article 19 of the Market Abuse Regulation and the definitions contained in the Regulation of "person discharging managerial responsibilities" and "person closely associated".

**8.3** Where Permanently Bound Persons are "persons discharging managerial responsibilities" as defined in the Market Abuse Regulation (i.e. members of the Board of Directors or senior executives with regular access to Inside Information and power to take managerial decisions affecting the future developments and business prospects of the Company), the disclosure must also be forwarded to the CNMV, as provided in that regulation.

**8.4** Where transactions in the Affected Securities are performed not by Permanently Bound Persons or Temporarily Bound Persons but by Persons Closely Associated with them, the disclosure to the Steering Committee may be made by the Permanently Bound Person or Temporarily Bound Person or directly by the Person Closely Associated.

**8.5** The duty to disclose set out in the preceding sections will also cover transactions decided upon, albeit without any involvement of the Permanently Bound Person or Temporarily

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<sup>1</sup> NB. until 3 July 2016, directors and persons discharging managerial responsibilities for the purposes of the Market Abuse Regulation and their closely related persons must disclose all their transactions to the CNMV, even those for less than 5,000 euro, in compliance with the provisions of article 9 of Royal Decree 1333/2005, on market abuse (this Royal Decree will be in force until that date, when it will be superseded by the European Union Market Abuse Regulation).

Bound Person, by portfolio managers or any agents. Permanently Bound Persons and Temporarily Bound Persons who entrust the management of their portfolios to third parties or grant powers to trade in the securities market must either exclude the Affected Securities from the scope of the mandate or empowerment or arrange the necessary mechanisms to ensure that transactions in the Affected Securities are notified punctually to the Steering Committee.

## **9 Other duties in connection with transactions**

Permanently Bound Persons and Temporarily Bound Persons must provide to the Steering Committee such information as the latter requests regarding their transactions in the Affected Securities.

## **10 Lock-up periods**

**10.1** Permanently Bound Persons must abstain, in any event, from performing transactions in the Affected Securities in the thirty calendar days prior to publication of the quarterly or half-yearly financial information (including the year-end report).

**10.2** The Steering Committee may, nevertheless, authorise Permanently Bound Persons to perform transactions in the Affected Securities within the periods referred to in the preceding paragraph provided that this is justified by the circumstances and not prohibited by law; the Committee must place on record such circumstances in sufficient detail.

## **11 Conflicts of interest**

In the event of a conflict of interest (clash between the interests of the Company and their own interests, having regard also to those affecting Persons Closely Associated and the persons or entities that the proprietary directors represent), Permanently Bound Persons and Temporarily Bound Persons must act in accordance with the following principles:

a) Independence: they must act in loyalty to the Company, regardless of the interests (their own or of third parties) that might be in conflict.

b) Abstention: they must abstain from participating in, or influencing, decisions on the matters in conflict.

c) Confidentiality: they must abstain from accessing confidential information pertaining to the conflict.

## **12 Archive and confidentiality**

The Steering Committee will keep, duly filed and sorted, the communications, notifications and documentation about any act related to this Regulation, properly filed and organized, protect the confidentiality of that archive, and may request of the Permanently Bound Persons or Temporarily Bound Persons, at any time, that they confirm the balances of Affected Securities and any other information in the archive.

## **13 Regulatory disclosures**

**13.1** The Company must promptly make public, via the CNMV, a regulatory disclosure containing the inside information that concerns it directly in the terms and with the exceptions provided in the applicable regulations governing the disclosure of significant or

inside information, ensuring that the information that is disclosed is sufficient such as to enable a complete, proper and timely assessment of same. Attached as **Annex 2** is a copy of articles 17.1, 17.4, 17.7 and 17.8 of the Market Abuse Regulation.

**13.2** The potential materiality of a given item of information, for the purposes of determining whether it should be released as a regulatory disclosure as indicated in the preceding section, will be determined on the basis of the following circumstances, among others:

- (i) The materiality of the event, decision or set of circumstances with respect to the Company's business.
- (ii) The materiality of the information with respect to the market price of the Affected Securities.
- (iii) The trading conditions of the Affected Securities.
- (iv) Whether similar information has been classified as material in the past or whether issuers in the same industry or market in which the Company operates habitually publish such information as a regulatory disclosure.
- (v) The impact on the market price of information of the same type that was disclosed in the past.
- (vi) The importance attached to information of this type by the external analysts who cover the Company.

**13.3** The Company must monitor any news and rumours about it or the Affected Securities and the market performance of the latter, particularly at times when a transaction that might appreciably affect the market price is being considered or negotiated.

**13.4** The Company will not deny false or unfounded rumours except where required to do so by the CNMV or which is necessary to avoid serious situations of information asymmetry affecting the entire market in the Affected Securities (e.g. premature, partial or distorted leak of the information referred to in section 7.1 (b) above).

## **14 Rules regarding transactions with own securities**

**14.1** Transactions with own securities are those performed by the Company itself with Affected Securities.

**14.2** When engaging in transactions with own securities, the Company must always act within the limits of the authorisation granted by the Shareholders' Meeting and the transactions must, in any event, be for the purpose of executing specific acquisition plans or programmes, delivering own shares in future corporate transactions or other legitimate purposes that conform to the applicable regulations, such as contributing to liquidity and regularity in trading in the Affected Securities. In no event may the purpose be to intervene in the price discovery process or to favour specific shareholders.

**14.3** The Company's own securities will be managed in accordance with the provisions of the Securities Market Law (Ley del Mercado de Valores) and other applicable regulations in force. In particular, efforts must be made to ensure that decisions to invest or divest are not affected by knowledge of Inside Information, to which end management of own securities will be entrusted to an executive or employee of the Company who is not regularly in contact with Inside Information, who will be designated by the Board of Directors at the proposal of the Steering Committee, and will act separately and autonomously, or to an

entity authorised for this purpose by means of the signature of a liquidity contract that conforms to the applicable legislation.

- 14.4** Particular attention will be given to fulfilment of the obligation to disclose transactions in own securities in accordance with the current regulations and to maintenance of proper oversight and a registry of same.

## **15 Steering Committee**

- 15.1** The Steering Committee will comprise three members appointed by the Board of Directors. The Steering Committee will appoint its Chair and its Secretary from among its members.

- 15.2** The Steering Committee will receive and examine the transaction disclosures envisaged in this Regulation, carry out the other functions envisaged herein, and generally ensure that it is applied.

- 15.3** The members of the Steering Committee, or such persons as the Board of Directors designates specifically, will serve as liaison with the CNMV on an ordinary basis in connection with the disclosure of significant or inside information. To this end, they will be empowered to make official responses on behalf of the Company to any demands made by the CNMV while the market is open; they will have access to the Company's directors and senior executives, where necessary, in order to check any information effectively and with the necessary speed, and they will take steps to ensure that they can be contacted at any time between one hour before market opening and two hours after market close.

- 15.4** The Board of Directors will designate one or more external directors whom the Secretary of the Steering Committee will maintain informed of the Committee's activities and any other events of interest that arise.

- 15.5** The Board of Directors will be informed of material events arising in application of this Regulation and, at least once a year, it will receive a general report on its application and on the activities of the Steering Committee.

- 15.6** The Steering Committee will propose or adopt measures to raise awareness of this Internal Regulation on Conduct as well as training to ensure that the Permanently Bound Persons, Temporarily Bound Persons and all other employees of the Company who may contribute to its compliance are aware of it and pay due attention to it.

## **16 Amendment of this Regulation**

This Regulation will be updated by the Board of Directors whenever necessary to ensure that its content conforms to current legislation. The Steering Committee may propose any amendments that it considers advisable or necessary.

## **17 Penalties**

Breach of the rules of conduct contained in this Regulation, insofar as its content is in implementation of the regulations on governance and discipline of the securities markets, may lead to the administrative penalties and other consequences envisaged in the applicable legislation. Where salaried employees of the Company are involved, a breach will be considered as a serious misdemeanour under labour law.



## Annex 1

### Article 19

#### Managers' transactions

1. Persons discharging managerial responsibilities, as well as persons closely associated with them, shall notify the issuer [...] and the competent authority referred to in the second subparagraph of paragraph 2:

(a) in respect of issuers, of every transaction conducted on their own account relating to the shares or debt instruments of that issuer or to derivatives or other financial instruments linked thereto;

(b) [...].

Such notifications shall be made promptly and no later than three business days after the date of the transaction.

The first subparagraph applies once the total amount of transactions has reached the threshold set out in paragraph 8 or 9, as applicable, within a calendar year.

2. For the purposes of paragraph 1, and without prejudice to the right of Member States to provide for notification obligations other than those referred to in this Article, all transactions conducted on the own account of the persons referred to in paragraph 1, shall be notified by those persons to the competent authorities.

The rules applicable to notifications, with which persons referred to in paragraph 1 must comply, shall be those of the Member State where the issuer [...] is registered. Notifications shall be made within three working days of the transaction date to the competent authority of that Member State. Where the issuer is not registered in a Member State, the notification shall be made to the competent authority of the home Member State in accordance with point (i) of Article 2(1) of Directive 2004/109/EC or, in the absence thereof, to the competent authority of the trading venue.

3. The issuer [...] shall ensure that the information that is notified in accordance with paragraph 1 is made public promptly and no later than three business days after the transaction in a manner which enables fast access to this information on a non-discriminatory basis in accordance with the implementing technical standards referred to in point (a) of Article 17(10).

The issuer [...] shall use such media as may reasonably be relied upon for the effective dissemination of information to the public throughout the Union, and, where applicable, it shall use the officially appointed mechanism referred to in Article 21 of Directive 2004/109/EC.

Alternatively, national law may provide that a competent authority may itself make public the information.

4. This Article shall apply to issuers who:

(a) have requested or approved admission of their financial instruments to trading on a regulated market; or

(b) in the case of an instrument only traded on an MTF or an OTF, have approved trading of their financial instruments on an MTF or an OTF or have requested admission to trading of their financial instruments on an MTF.

5. Issuers [...] shall notify the person discharging managerial responsibilities of their obligations under this Article in writing. Issuers [...] shall draw up a list of all persons discharging managerial responsibilities and persons closely associated with them.

Persons discharging managerial responsibilities shall notify the persons closely associated with them of their obligations under this Article in writing and shall keep a copy of this notification.

6. A notification of transactions referred to in paragraph 1 shall contain the following information:

- (a) the name of the person;
- (b) the reason for the notification;
- (c) the name of the relevant issuer [...];
- (d) a description and the identifier of the financial instrument;
- (e) the nature of the transaction(s) (e.g. acquisition or disposal), indicating whether it is linked to the exercise of share option programmes or to the specific examples set out in paragraph 7;
- (f) the date and place of the transaction(s); and
- (g) the price and volume of the transaction(s). In the case of a pledge whose terms provide for its value to change, this should be disclosed together with its value at the date of the pledge.

7. For the purposes of paragraph 1, transactions that must be notified shall also include:

- (a) the pledging or lending of financial instruments by or on behalf of a person discharging managerial responsibilities or a person closely associated with such a person, as referred to in paragraph 1;
- (b) transactions undertaken by persons professionally arranging or executing transactions or by another person on behalf of a person discharging managerial responsibilities or a person closely associated with such a person, as referred to in paragraph 1, including where discretion is exercised;
- (c) transactions made under a life insurance policy, defined in accordance with Directive 2009/138/EC of the European Parliament and of the Council (1), where:
  - (i) the policyholder is a person discharging managerial responsibilities or a person closely associated with such a person, as referred to in paragraph 1,
  - (ii) the investment risk is borne by the policyholder, and
  - (iii) the policyholder has the power or discretion to make investment decisions regarding specific instruments in that life insurance policy or to execute transactions regarding specific instruments for that life insurance policy.

For the purposes of point (a), a pledge, or a similar security interest, of financial instruments in connection with the depositing of the financial instruments in a custody account does not need to be notified, unless and until such time that such pledge or other security interest is designated to secure a specific credit facility.

Insofar as a policyholder of an insurance contract is required to notify transactions according to this paragraph, an obligation to notify is not incumbent on the insurance company.

8. Paragraph 1 shall apply to any subsequent transaction once a total amount of EUR 5 000 has been reached within a calendar year. The threshold of EUR 5 000 shall be calculated by adding without netting all transactions referred to in paragraph 1.

9. A competent authority may decide to increase the threshold set out in paragraph 8 to EUR 20 000 and shall inform ESMA of its decision and the justification for its decision, with specific reference to market conditions, to adopt the higher threshold prior to its application. ESMA shall publish on its website the list of thresholds that apply in accordance with this Article and the justifications provided by competent authorities for such thresholds.

10. [...]

11. Without prejudice to Articles 14 and 15, a person discharging managerial responsibilities within an issuer shall not conduct any transactions on its own account or for the account of a third party, directly or indirectly, relating to the shares or debt instruments of the issuer or to derivatives or other financial instruments linked to them during a closed period of 30 calendar days before the announcement of an interim financial report or a year-end report which the issuer is obliged to make public according to:

- (a) the rules of the trading venue where the issuer's shares are admitted to trading; or
- (b) national law.

12. Without prejudice to Articles 14 and 15, an issuer may allow a person discharging managerial responsibilities within it to trade on its own account or for the account of a third party during a closed period as referred to in paragraph 11 either:

- (a) on a case-by-case basis due to the existence of exceptional circumstances, such as severe financial difficulty, which require the immediate sale of shares; or
- (b) due to the characteristics of the trading involved for transactions made under, or related to, an employee share or saving scheme, qualification or entitlement of shares, or transactions where the beneficial interest in the relevant security does not change.

13. The Commission shall be empowered to adopt delegated acts in accordance with Article 35 specifying the circumstances under which trading during a closed period may be permitted by the issuer, as referred to in paragraph 12, including the circumstances that would be considered as exceptional and the types of transaction that would justify the permission for trading.

14. The Commission shall be empowered to adopt delegated acts in accordance with Article 35, specifying types of transactions that would trigger the requirement referred to in paragraph 1.

15. In order to ensure uniform application of paragraph 1, ESMA shall develop draft implementing technical standards concerning the format and template in which the information referred to in paragraph 1 is to be notified and made public.

ESMA shall submit those draft implementing technical standards to the Commission by 3 July 2015.

Power is conferred on the Commission to adopt the implementing technical standards referred to in the first subparagraph in accordance with Article 15 of Regulation (EU) No 1095/2010.

### **Definitions**

**'Person discharging managerial responsibilities'** means a person within an issuer [...] or another entity referred to in Article 19(10), who is:

- (a) a member of the administrative, management or supervisory body of that entity; or
- (b) a senior executive who is not a member of the bodies referred to in point (a), who has regular access to inside information relating directly or indirectly to that entity and power to take managerial decisions affecting the future developments and business prospects of that entity;

**'Person closely associated'** means:

- (a) a spouse, or a partner considered to be equivalent to a spouse in accordance with national law;
- (b) a dependent child, in accordance with national law;
- (c) a relative who has shared the same household for at least one year on the date of the transaction concerned; or
- (d) a legal person, trust or partnership, the managerial responsibilities of which are discharged by a person discharging managerial responsibilities or by a person referred to in point (a), (b) or (c), which is directly or indirectly controlled by such a person, which is set up for the benefit of such a person, or the economic interests of which are substantially equivalent to those of such a person;

## Annex 2

### Article 17

#### Public disclosure of inside information

1. An issuer shall inform the public as soon as possible of inside information which directly concerns that issuer.

The issuer shall ensure that the inside information is made public in a manner which enables fast access and complete, correct and timely assessment of the information by the public and, where applicable, in the officially appointed mechanism referred to in Article 21 of Directive 2004/109/EC of the European Parliament and the Council (1). The issuer shall not combine the disclosure of inside information to the public with the marketing of its activities. The issuer shall post and maintain on its website for a period of at least five years, all inside information it is required to disclose publicly.

This Article shall apply to issuers who have requested or approved admission of their financial instruments to trading on a regulated market in a Member State or, in the case of instruments only traded on an MTF or on an OTF, issuers who have approved trading of their financial instruments on an MTF or an OTF or have requested admission to trading of their financial instruments on an MTF in a Member State.

4. An issuer [...] may, on its own responsibility, delay disclosure to the public of inside information provided that all of the following conditions are met:

- (a) immediate disclosure is likely to prejudice the legitimate interests of the issuer [...];
- (b) delay of disclosure is not likely to mislead the public;
- (c) the issuer [...] is able to ensure the confidentiality of that information.

In the case of a protracted process that occurs in stages and that is intended to bring about, or that results in, a particular circumstance or a particular event, an issuer [...] may on its own responsibility delay the public disclosure of inside information relating to this process, subject to points (a), (b) and (c) of the first subparagraph.

Where an issuer [...] has delayed the disclosure of inside information under this paragraph, it shall inform the competent authority specified under paragraph 3 that disclosure of the information was delayed and shall provide a written explanation of how the conditions set out in this paragraph were met, immediately after the information is disclosed to the public. Alternatively, Member States may provide that a record of such an explanation is to be provided only upon the request of the competent authority specified under paragraph 3.

7. Where disclosure of inside information has been delayed in accordance with paragraph 4 or 5 and the confidentiality of that inside information is no longer ensured, the issuer [...] shall disclose that inside information to the public as soon as possible.

This paragraph includes situations where a rumour explicitly relates to inside information the disclosure of which has been delayed in accordance with paragraph 4 or 5, where that rumour is sufficiently accurate to indicate that the confidentiality of that information is no longer ensured.

8. Where an issuer [...] or a person acting on their behalf or for their account, discloses any inside information to any third party in the normal course of the exercise of an employment, profession or duties as referred to in Article 10(1), they must make complete

and effective public disclosure of that information, simultaneously in the case of an intentional disclosure, and promptly in the case of a non-intentional disclosure. This paragraph shall not apply if the person receiving the information owes a duty of confidentiality, regardless of whether such duty is based on a law, on regulations, on articles of association, or on a contract.