

EXCERPT FROM
CODE OF CONDUCT
MTS S.P.A.

January 18, 2012

CONTENTS

Part I	General	Page 3
Part II	Conflict of interests	Page 5
Part III	Confidentiality	Page 5
Part IV	Organization, management and control model	Page 6
Part V	Personal transactions	Page 6
Part VI	Internal relations	Page 6
Part VII	Relationships with outside persons	Page 7
Part VIII	Implementation, control and sanctions	Page 9
Annexes		Page 11

PART I – GENERAL

Article 1 - Definitions

Bribery Act 2010: the Act adopted by the Parliament of United Kingdom, that covers the criminal law relating the bribery committed by third persons, public officials included (the Bribery Act makes it an offense to receive, as well as give, a bribe) and that creates a specific company liability for failing to prevent bribery on its behalf. The Bribery Act applies to both UK companies and foreign companies with operations in the UK, even if offenses take place in a third country and are unrelated to UK operations.

Code of Conduct: this Code of Conduct.

Disciplinary Committee: the Disciplinary Committee provided in Article 28 of this Code of Conduct.

Competition compliance manual: the manual that provides an overview of the main rules of competition law applicable to the Exchange, Borsa Italiana and their subsidiaries (jointly, also referred as the “**Group**”) and sets out the procedures and guidelines that must be followed when dealing with matters to which competition law may apply

Conflict of interests: any situation where a person is bearer of an interest, on its own or on behalf of third parties, which interest in conflict with the interests of LSE Group or the Participants in the market.

Account: any relationship with a bank, a SIM or another intermediary authorized to provide investment services, enabling to perform purchase and sale transactions of Financial Instruments.

Decree: Legislative Decree no. 231 of 8th June 2001, concerning provisions in the matter of “*Rules governing administrative liability of legal persons, companies and associations without legal personality, pursuant to Article 11 of Law no. 300 of 29th September 2000*”.

Addressees: the employees of MTS, the members of the Board of Directors and the Board of Statutory Auditors of MTS, as well as any third parties collaborating with MTS and considered “significant” by the same in consideration of the nature, non-occasional character of the relationship between such person and companies of LSE Group, as well as the importance of the relevant activity

MTS Group: MTS S.p.A. and its subsidiaries.

LSE Group: London Stock Exchange Group plc and companies controlled by the same, including companies of MTS Group.

Inside Information (or Price Sensitive Information): any and all information having a certain content, concerning directly or indirectly the LSE Group or LSE Financial Instruments, which was not made public or was not generally known to the public and which could have, if disclosed to the outside, a significant impact on the prices of LSE Financial Instruments

Confidential Information: any and all information having a certain content, concerning LSE Group, the activities carried out by the same, the Participants in the market and the Financial Instruments, however acquired by the Addressees, which has not been made public or which is not generally known to the public

LSE: London Stock Exchange Group plc.

Model Code: the “Model Code of Dealing for Exchange Shares” approved by the *Board of Directors* of the London Stock Exchange Group plc.

Organization, Management and Control Model: the Organization, Management and Control Model pursuant to the Decree, adopted by the Board of Directors of MTS S.p.A. pursuant to the Decree.

Surveillance Body: a body responsible, pursuant to Article 6, paragraph 1(b) of the Decree, for the surveillance function about the compliance with, the functioning and update of the Organization, Management and Control Model.

Participants in the market: the issuers of Financial Instruments and intermediaries admitted to the markets organized and managed by companies members of LSE Group as well as the advisers to the same.

Person responsible for Ethics: the person as defined by Articles 25 and 26 below.

Outside Persons: public, central and peripheral governmental institutions, political and union organizations, surveillance bodies, clients and suppliers, *media*, other regulated markets and their authorities, as well as any other person outside the LSE Group.

Financial Instruments: financial instruments and products admitted to trading on the markets organized and managed by companies belonging to LSEG group (in particular: Borsa Italiana S.p.A. and London Stock Exchange plc).

LSE Financial Instruments: all the financial instruments and products issued by LSE and/or companies belonging to LSE Group, which are widely distributed among the public or listed, as well as financial instruments and products that are convertible into the above-mentioned financial instruments.

Article 2 – General Objectives and Reference Values

1. The Code of Conduct, adopted by the Board of Directors of MTS pursues the objective of ensuring an independent, efficient and correct performance of the organizational and management activities of the markets, of governing situations of Conflict of Interests and to prevent and punish behaviours that are contrary to the market transparency, the protection of investors, all in compliance with the applicable provisions of law and regulations, with the Rules of the MTS markets and the relevant instructions, as well as with internal procedures adopted by MTS.
2. The reference values by which the Code of Conduct is inspired and with which all the Addressees are required to comply, are independence, impartiality, confidentiality, honesty, loyalty, lawfulness, fairness and professionalism.
3. In any event, the commission of a crime by any of the Addressees hereof, in the purported interest or benefit of MTS or LSE Group, is considered by the same as being contrary to its own best interests.

Article 3 – Business Mission

MTS sets itself the purpose, pursuant to Article 4 of its corporate By-Laws, of ensuring the development of the markets, maximizing in the course of time the possibility for the various players to negotiate on the best conditions of liquidity, transparency and competitiveness, as

well as pursuing in any event the utmost managerial efficiency and a return on the invested capital.

Article 4 – Adoption of the Code of Conduct by the companies of MTS Group

OMISSIS

PART II – CONFLICT OF INTERESTS

Article 5 – General Principles

The Addressees of this Code must abstain from performing any activity in relation to which they would be in Conflict of Interests, except as pointed out in the articles below.

Article 6 – Members of the Board of Directors

OMISSIS

Article 7 – Members of the Board of Statutory Auditors

OMISSIS

Article 8 – Managing Director (“Amministratore Delegato”) and General Manager

OMISSIS

Article 9 – Employees

OMISSIS

Article 10 – Persons collaborating with MTS

Persons collaborating with MTS, which are considered by the same significant and which are, with regard to the activity performed, in Conflict of Interests, must immediately notify thereof their contact within MTS to whom they report, specifying the nature, terms, origin and importance thereof, and the contact shall take, in agreement with the Person Responsible for Ethics, the most appropriate decision with regard thereto.

PART III – CONFIDENTIALITY

Article 11 – Prohibitions and obligations

1. Both during the period of employment or the relationship, and afterwards, the Interested Parties must keep any Confidential Information that they become aware of during the exercise of their duties or activities strictly confidential, and must not reveal it to third parties, unless for reasons directly connected with the performance of their duties. If the Confidential Information must be revealed to third parties, in accordance with the provisions of law or applicable regulations, its confidential nature must be made known in advance.

2. OMISSIS

Article 12 – Obligations of MTS

OMISSIS

Article 13 – Deeds and records concerning MTS

Employees and collaborators of MTS may not take out of the premises of MTS any deeds and/or records, including those in digital format, being the property of MTS or relating to the activity carried out by the same, other than for reasons strictly related to their duties and according to the instructions given by their respective superiors or the persons to which they report.

PART IV – ORGANIZATION, MANAGEMENT AND CONTROL MODEL

OMISSIS

PART V – PERSONAL TRANSACTIONS

Article 16 – Prohibition to use Confidential Information

The Addressees may not use Confidential Information for the purpose of operativeness, on one's own account or on behalf of third parties, on Financial Instruments.

Article 17 – Personal Transactions on LSE Financial Instruments

OMISSIS

PART VI – INTERNAL RELATIONS

Article 18 - Obligations of the company and of the employees

OMISSIS

Article 18-bis – Relation of the company with agents

1. MTS recognizes that the appointment of agents (term deemed to include also distributors, sales representatives, implementation partner), according to the relevant Policy (Appointment Agents Policy), which forms an integral part of this Code of Conduct (Annex 1), must neither prove detrimental to the integrity and efficiency of its business, nor expose the Company to a risk to incur any criminal liability, for example resulting from bribery laws.
2. Consequently, the appointment of agents is admitted only when it has been determined to be necessary in the specific circumstance and in full observance of the aforementioned policy.

Article 18-ter – Prohibition on the abuse of position

The Addressees must avoid any abuse of their position in order to obtain unmerited advantages for themselves or others in their private relations.

Article 18-quater – Company assets

OMISSIS

Article 18-quinquies – Health, safety, environment

1. The Addressees must have mutual respect for the dignity, honour, and reputation of every other person in the company, at all levels, and must comply with the internal company organisation.
2. The Addressees shall take part in the process of safeguarding the environment and protecting their own health and safety, that of their colleagues and third parties, in compliance with the current laws in force which the Addressees must respect. MTS require the Addressees to make themselves available and co-operate with the Manager in Charge of Prevention and Protection service (MCPP) and/or with anyone entrusted to carry out inspections and controls on behalf of the competent offices. Therefore should an Addressee ascertain any breach or irregularity regarding health and safety, he/she shall immediately inform the MCPP.
3. There is a general absolute ban on smoking in the workplace with the exception of the specially designated areas.

Article 19 – Use of data processing systems: Internet, Intranet, E-mail and Personal Computer

OMISSIS

PART VII – RELATIONSHIPS WITH OUTSIDE PERSONS

Article 20– General Obligations

1. All the relationships between the Addressees and Outside Persons must be inspired by principles of professionalism, fairness and integrity, must ensure impartiality and independence and shall be carried out in accordance with the Code of conduct and the Bribery Act (annex 2). The Group anti-corruption policy (annex 3) must be strictly complied with by all Addressees at all times.
2. Gifts or courtesy acts are admitted only if they are of such a value as they cannot be considered as being aimed at obtaining or receiving a favourable treatment. In any event, it is forbidden to accept or make monetary gifts.
3. The Addressee who receives, including at his home address, gifts, discounts or such other favourable treatments as they cannot be ascribed to normal courtesy relationships, shall inform his/her direct superiors thereof and put the gift at disposal of the company in accordance with the Group Gifts & Hospitality policy in force from time to time (annex 4).

Article 20-bis – Relationship with public administration, suppliers and clients

1. MTS guarantees its availability and co-operation with the public administration, including the judiciary authority and the surveillance bodies. The relationship between MTS and public administration, civil servants, entities entrusted with public duties and public

officers shall be based on the strictest compliance of any applicable law and regulation, on the principles provided within the Model and on the specific procedures implemented by MTS and in a way not to jeopardise the integrity and reputation of MTS and/or of the LSE Group. Therefore no Addressee shall, directly or indirectly, or through a third party, promise or give money, presents, or assets, in any form whatsoever, nor he/she shall put pressure, if not legally, to or towards civil servants, public officers, or any other employee of the public administration, including foreign public administration, and their relatives, with the aim to cause the public administration to carry out or omit any action which could be in the interest of MTS.

2. The provision of paragraph 1 above shall equally apply also in the relationship with suppliers and clients within the frame work of the specific procedures implemented by MTS.

3. It is absolutely forbidden for all Addressees to purchase, change or transfer money or any other assets knowing that it derives from criminal activities; further it is forbidden in relation to the same assets, including cash, to carry out any action which could render more difficult the identification of the criminal source of the same. Further, it is also forbidden to use in economic or financial activities cash and assets of any type knowing that they derive from criminal activity.

In addition to the above, MTS does not allow the Addressees to:

- Receive cash (save for small amounts which shall always be noted in the accounts);
- Receive payments from coded accounts or from non identified persons;
- Make payments cash or by means of payment that don't allow the traceability (save for small amounts which shall always be noted in the accounts);
- make payments on coded accounts;
- make payments to countries where a facilitated taxation is applied (black list) when these countries are different from the ones where the supplier has its registered office or residence or where the activity is carried out.

4. MTS is aware of the risk that organised crime present locally could impact the activity of the company, using the company to obtain illegal advantages and MTS is committed to prevent and fight this risk within MTS. The Addressees are forbidden from accepting extortionate request of any type presented by anyone; each Addressee shall in any case inform the competent persons within MTS and the public authorities.

Article 21 – Relationships with Media

OMISSIS

Article 22 – Relationships with the Participants in the market

OMISSIS

Article 23 – Relationships with the Suppliers

1. All the relationships between the Addressees and the suppliers of the LSE Group must be inspired by principles of professionalism, fairness and integrity.

2. The selection of the suppliers of MTS Group and the determination of the purchase

conditions are exclusively made on the basis of objective evaluations provided by internal procedures.

3. Each employee must notify his/her direct superior of any economic, professional, personal, direct and/or indirect, past or current interests vis-à-vis the Participants in the market such as to be likely to affect the impartiality of his/her conduct.

Article 24 – Relationships with Clients

OMISSIS

PART VIII – IMPLEMENTATION, CONTROLS AND SANCTIONS

Article 25 – Implementation of this Code of Conduct

1. This Code of Conduct shall be made known to all the Addressees, which are bound to fully abide by its provisions.

In particular, any agreements with third persons collaborating with MTS and which are considered significant by the same, must provide for a specific reference to this Code of Conduct with an additional provision that any violation of the obligations provided by this Code represents a material contractual default, which may entail the termination of the agreement, subject however, to the compensation of damages.

2. The implementation of the rules contained in this Code of Conduct is requested from the promotion and control action performed by the Person Responsible for Ethics or the Surveillance Body, as the case may be, depending on their respective competences.

3. OMISSIS

4. OMISSIS

5. The Addressees who become aware, in the exercise of their duties, of any violations of the rules of this Code of Conduct, must immediately inform thereof the Person responsible for Ethics or the Surveillance Body, as the case may be, depending on their respective competences.

Article 26 – Duties of the Person Responsible for Ethics

1. The Person Responsible for Ethics is appointed by the Board of Directors of MTS, upon proposal of the Managing Director (CEO) and is in charge of the following duties:

- a) to adopt any appropriate initiatives for promoting a widespread knowledge by the Addressees, of the contents of the Code of Conduct and the spirit inspiring the rules provided herein, as well as promoting with the Addressees a culture where everybody is able to recognize, appreciate and maintain a conduct consistent with the rules provided by the Code of Conduct;
- b) to provide all the Addressees with clarifications and suggestions in the matter of ethics and compliance with the Code of Conduct, as far as both personal and professional matters are concerned, and for an evaluation of situations relating to the relationships with one's own collaborators;
- c) to suggest amendments to or improvement proposals of the Code of Conduct, as well as actions for a more effective enforcement of the same;
- d) to control, also through random checks, the compliance with the rules by the Addressees;
- e) to inform the Surveillance Body every time the Person Responsible for Ethics detects

any matters that might be of interest for a correct implementation of the Organization, Management and Control Model;

- f) to request, in the framework of the activity described in paragraph d) above, any information required on the basis of this Code of Conduct;
- g) to collect any notices about behaviours that might be material for the purpose of this Code of Conduct and evaluate the substance of the same;
- h) to prepare for the review by the Managing Director (CEO), the Board of Directors or the Disciplinary Committee, reports regarding the surveillance activity carried out on situations or behaviours that might be material for the purpose of this Code of Conduct;
- i) to report in writing, on a yearly basis, to the Board of Directors and the Board of Auditors with regard to the activity performed and the correct application of the Code of Conduct within MTS and the other companies of MTS Group;
- j) to receive on a periodical basis from the subsidiaries of MTS a report on the activity performed by the respective persons responsible for ethics.

2. The Person Responsible for Ethics is bound to comply with the utmost confidentiality and secrecy on the contents of the information of which he/she is the addressee. He/she must suggest the solutions to be adopted for ensuring fairness of behaviour also in the most delicate events and report to the Managing Director (CEO) or, subject to the prior authorization of the Board of Directors, to the Disciplinary Committee those behaviours, which might represent violations of this Code of Conduct and are, however, contrary to the applicable provisions of law and regulations.

3. The Person Responsible for Ethics is, in any event, subject to the provisions of Article 16 of this Code of Conduct.

4. The Person Responsible for Ethics of MTS shall coordinate the activities in the matter of ethics of individual companies of MTS Group and may be appointed by these as person responsible for ethics.

5. If the Person Responsible for Ethics is not a member of the Surveillance Body, he must ensure that at least two meetings a year are held with the Surveillance Body, in order to evaluate the implementation progress of the Code of Conduct and of the Organization, Management and Control Model and submit any amendment and/or update proposals.

Article 27 – Duties of the Surveillance Body appointed according to Legislative Decree no. 231 of 8th June 2001

The Surveillance Body is appointed by the Board of Directors and has the following duties:

- a) to supervise the compliance with the prescriptions of the Organization, Management and Control Model by the Addressees, in relation to the different types of crimes envisaged;
- b) to monitor the actual ability of the Organization, Management and Control Model to prevent the commission of the crimes provided by the Decree, having particular regard to the changes of the business structure and/or the reference rules;
- c) to propose to the Board of Directors any amendments to the Organization, Management and Control Model, in order to improve its effectiveness/efficiency or for adjusting it to the evolution of the organizational structure or business operativeness and possible amendments to the applicable provisions of law and regulations;
- d) to supervise the adequacy of the system of powers granted and responsibilities attributed, for the purpose of ensuring the effectiveness of the Organization, Management and Control Model.

Article 28 – Disciplinary Committee

OMISSIS

Article 29 – Sanction Procedure

OMISSIS

Article 30 – Sanctions applicable to the Members of the Board of Directors or the Board of Statutory Auditors

OMISSIS

Article 31 – Sanctions applicable to Employees

OMISSIS

Article 32– Sanctions against persons collaborating with MTS

In the event of violation of the provisions of this Code of Conduct by any persons collaborating with MTS and considered by this as being significant, the clauses introduced in the agreements governing the appointment shall be applied.

ANNEX 1 – APPOINTMENT OF AGENTS

ANNEX 2 – BRIBERY ACT

ANNEX 3 – GROUP ANTI-CORRUPTION POLICY

ANNEX 4 – GROUP GIFTS & HOSPITALITY POLICY