



**INDEPENDENCE PROTOCOL
FOR THE MANAGEMENT OF CONFLICTS OF
INTERESTS**

CHAPTER I – DEFINITIONS

ART. 1 – DEFINITIONS

1. For the purposes of this Protocol, the following definitions will apply:
 - a. “TUF”: Legislative Decree no. 58 of 24 February 1998, incorporating the Consolidated Law on Finance;
 - b. “Bank of Italy – Consob Joint Regulation”: the provision enacted by Bank of Italy and Consob on 29 October 2007, incorporating the Regulation on the organization and procedures of financial intermediaries providing investment services or collective portfolio management service;
 - c. “New Financial Intermediaries’ Regulation”: the Consob Resolution no. 16190 of 29 October 2007, incorporating the Financial Intermediaries’ Regulation;
 - d. “Company”: SGR (Società di gestione del risparmio - Asset Management Company) and SICAV (Società d’Investimento a capitale variabile – Investment Company);
 - e. “participant” or “investor”: the natural or legal person to whom the Company provides collective management service;
 - f. “client”: the natural or legal person to whom the Company provides investment services and activities;
 - g. “companies belonging to the group”: the companies that belong to the same group as the Company;
 - h. “group”: the companies linked by a control relationship, as defined by article 93 TUF;
 - i. “Association”: Assogestioni – the Italian Investment Management Association;
 - j. “investor companies”: the companies that have a direct or indirect shareholding which implies the control of, or the possibility of exercising a significant influence on, the Company or that carries with it a share of 10 (ten) per cent or more of the voting rights or of the capital;
 - k. “relevant person”: a person who falls within one of the following categories:
 - shareholders having a direct or indirect shareholding which implies the control of, or the possibility of exercising a significant influence on, the Company or that carries with it a share of 10 (ten) percent or more of the voting rights or of the capital;
 - members of corporate bodies, managers or financial salesmen of the Company;
 - Company employees, as well as any other natural person whose services are placed at the disposal and under the control of the Company and who takes part in the collective management service or in other investment services or activities performed by the same Company;
 - natural persons who are directly involved in the provision of services to the Company under an outsourcing arrangement for the purpose of the provision of collective management service or other investment services or activities;
 - l. “delegated powers”: the functions that entitle their holder to influence the management of the portfolio or of the portfolios and of the Company’s ordinary business, taking into account the decision-making hierarchies laid down in the internal procedures of the Company;
 - m. “significant holdings”: a more than 2 (two) percent shareholding in the investee company’s capital if the latter is listed, or a more than 10 (ten) percent shareholding in all other cases. The corresponding calculations are made in compliance with the criteria laid down in article 120 TUF and in the corresponding implementing regulations;
 - n. “Company related party”: an entity that: (a) directly or indirectly related through subsidiaries, trustee or an intermediary: (i) controls the Company, is controlled by, or is under common control; (ii) holds a stake in the Company to exert significant influence over the Company; (iii) exercises control over the Company jointly with others; (b) is an affiliate of the Company; (c) is a Joint venture in which the Company is a participant; (d) is one of the key management personnel of the Company or its parent; (e) is a close relative of a person referred to in paragraphs (a) or (d); (f) is an entity in which a person referred to in paragraphs (d) or (e) exercises control, joint control or significant influence

or owns, directly or indirectly, a significant portion, but not less than 20 (twenty) percent of voting rights; (g) is a supplementary pension fund, collective or individual, Italian or foreign, established for the employees of the company, or any other entity associated with it;

- o. “Key management personnel”: persons who have the power and responsibility, directly or indirectly, for planning, directing and controlling activities of the company, including directors (whether executive or otherwise) of the Company;
- p. “body charged with the strategic supervision function”: the corporate body which is entrusted – by the Civil Code or by the Bylaws – with the task of guiding the Company’s management by, inter alia, examining and deciding upon industrial or financial plans or strategic actions;
- q. “body charged with the management function”: the corporate body and its members who – as under the Civil Code or the Bylaws – are entitled to or are delegated ongoing management powers, i.e. the implementation of the policies decided upon in the exercise of the strategic supervision function. The Director General is at the head of the internal structure and, as such, he/she takes part in the management function;
- r. “body charged with the control function”: the Board of Auditors, the Supervisory Board or the Management Control Committee;
- s. “compliance function”: the function regulated by article 16, Bank of Italy-Consob Joint Regulation;
- t. “internal audit function”: the function regulated by article 14, Bank of Italy-Consob Joint Regulation.
- u. “risk management function”: the function regulated by article 13, Bank of Italy – Consob Joint Regulation;
- v. “significant representatives of a company or entity”: the President of the entity, its legal representative, the Chairman of the body charged with the strategic supervision function, the members of the body charged with the management function and the managers with strategic responsibilities of the company or entity;
- w. “network” of the company charged with the Company’s statutory auditing: the network as defined by article 1 of the Legislative Decree no. 39 of 27 January 2010;
- x. “close relatives of an individual”: those family members who may be expected to influence or be influenced by, that individual in their dealing with the Company. They may include: (a) the not legally separated spouse and the partner; (b) the children and dependents of the individual, the not legally separated spouse or the partner;
- y. “agreements with related parties”: the agreements with related parties concerning the performance – in the interests of portfolios under management – of the function of depositary, of trading on own account, execution of orders on behalf of clients, placing, receiving and transmitting orders, investment advice, management of multilateral trading systems, or non-core services laid down in the TUF, property management, facility management, project management, agency, advisory services;
- z. “independent directors”: the directors recognized as independent by the Company in compliance with this Protocol;
- aa. “unrelated independent directors”: independent directors other than the counterparty of a particular transaction and its related parties;
- bb. “market or standard terms”: terms similar to those usually charged to unrelated parties for transaction of a corresponding nature, extent and risk, or based on regulated rates or on fixed prices or those charged to persons with which the issuer is obligated by law to contract at a certain price;
- cc. “restricted list”: the list of financial instruments for which the Company, for the purposes of management of conflicts of interests, decides autonomously to put limits to the investment activities of the portfolios under management;
- dd. “watch list”: the list of financial instruments which the Company, for the purposes of management of conflicts of interests, chooses to monitor with respect to the operations of relevant persons;
- ee. “asset manager”: the subject who, within an investment process, implements the strategies and investment choices regarding the portfolios under management.

CHAPTER II – SCOPE OF APPLICATION AND GENERAL PRINCIPLES

ART. 2 - SCOPE OF APPLICATION

1. This Protocol applies to the Companies when:
 - a. providing collective management service;
 - b. marketing, even through door-to-door selling or through distance marketing, units or shares of third parties' collective investment undertakings by the asset management company (SGR);
 - c. providing portfolio management, investment advice and ancillary services, and offering the same through door-to-door selling or through distance marketing, by the asset management company (SGR).

ART. 3 - GENERAL PRINCIPLES

1. This Protocol gives recommendations on the policy for the management of conflicts of interests that the Companies are required to follow pursuant to the law in force, especially with respect to their obligation:
 - a. to identify, in relation to the activities and services provided, the circumstances that give rise or may give rise to a conflict of interests entailing a material risk of damage to the interests of the collective investment undertakings or one or more other clients;
 - b. define the procedures to follow and the measures to adopt to manage the identified conflicts of interests.
2. The Company's adoption of this Protocol is voluntary. The Company informs the Association of its adoption of this Protocol by submitting the report regulated by article 6(2) of the Bylaws, illustrating: the decision whether or not to adopt the Protocol, the extent of such adoption, the conditions and reasons for deciding eventually not to follow some or all of its recommendations. The Company's decision not to adopt the recommendations of this Protocol may be due, for instance, to it being under the control of companies subject to foreign law, or to the Company's activities or its shareholding structure.
3. The Association supervises the application of this Protocol by the Company, at the terms and conditions set out in article 6(2) and (3) of the Assogestioni's Bylaws.
4. The Company provides investors or retail clients or potential retail clients with information (also in a short form) on the Protocol adopted, giving afterwards notice of any changes brought thereto.

CHAPTER III – IDENTIFICATION OF CONFLICTS OF INTERESTS

ART. 4 - CRITERIA FOR THE IDENTIFICATION OF CONFLICTS OF INTERESTS

1. The Company pursues its business in full autonomy, acting in the interests of its shareholders and protecting the interests of participants in collective investment undertakings which are established or managed by the Company itself and of its clients.
2. The Company takes all reasonable measures to identify any conflict of interests that may arise:
 - a. between the Company, the relevant persons or the companies belonging to the group and one or more collective investment undertakings it manages;
 - b. between the Company, the relevant persons or the companies belonging to the group and the Company's clients;
 - c. between the different collective investment undertakings, it manages;
 - d. between different clients of the Company;
 - e. between one or more collective investment undertakings and one or more portfolios it manages on an individual basis.
3. For the purpose of identifying the conflicts of interests described in paragraph 2 above, the Company takes into account the services provided thereby and the activities performed by the companies belonging to the group. The Company pays special attention to the case where the Company itself or companies belonging to the group pursue two or more of the following activities:
 - a. collective management service;
 - b. portfolio management;
 - c. investment advice;
 - d. marketing third party collective investment undertakings units or shares;
 - e. investment research;
 - f. trading on own account;
 - g. subscription and placement with firm commitment underwriting or standby commitments to issuers.
4. When identifying potential conflict of interests, the Company assesses at least whether, as a result of providing the services, the Company itself, a relevant person or a person directly or indirectly linked by way of control to the Company:
 - a. may make a financial gain or avoid a financial loss at the expense of the collective investment undertaking or to the client's detriment;
 - b. has an interest in the outcome of the collective management service or of the transaction carried out on behalf of the collective investment undertaking and of the investment service, which is distinct from the interest of the collective investment undertaking or of the client;
 - c. has a financial or other incentive to favour the interests of another collective investment undertaking or of other clients over the interests of the collective investment undertaking or of the client concerned;
 - d. carries on, on own account or on behalf of third parties, the same activity as that performed on behalf of the collective investment undertaking;
 - e. carries on the same activity as that of the client whom the investment service is provided to;
 - f. receives or may receive, from subjects other than investors or the collective investment undertaking or clients, an inducement in relation to the provision of collective management service or to the provision of investment services or activities, in the form of monies, goods or services, other than and going beyond the fees usually received for that service or activity.
5. For the purpose of identifying potential conflicts of interests provided by this Protocol, reference will be made, in case of listed Companies, also to their transactions with related parties as under article 2391-bis Civil Code.

ART. 5 - KINDS OF CONFLICTS OF INTERESTS ARISING IN THE PROVISION OF PORTFOLIO MANAGEMENT ACTIVITY

1. The Company identifies conflicts of interests at least with respect to:
 - a. the selection of investments;
 - b. the selection of contractual counterparties;
 - c. the exercise of voting rights.

ART. 5.1 - SELECTION OF INVESTMENTS

1. In the selection of investments, at least the following circumstances are deemed to represent conflicts of interests:
 - a. the investment in financial instruments issued or placed by companies belonging to the group or by investor companies;
 - b. the purchase of units or shares in collective investment undertakings that are managed, established or marketed by the Company or by other companies belonging to the group or investor companies, even where subject to foreign law;
 - c. the investment in financial instruments regulated by shareholders' agreements which companies belonging to the group or investor companies are a party to;
 - d. the investment in financial instruments of an issuer in which a company belonging to the group or an investor company has a significant holding or of an issuer which has a significant holding in a company belonging to the group or in an investor company;
 - e. the investment in financial instruments for which a company belonging to the group or an investor company acts as a specialist;
 - f. the investment in financial instruments that represent securitizations of receivables sold by Company's shareholders or by companies belonging to the group or investor companies;
 - g. the investment in financial instruments issued by companies that are funded or guaranteed by companies belonging to the group or investor companies, where the possibility of refunding the loan, in full or to a great extent, to the lending group company or investor company depends on the outcome of the placement;
 - h. the investment in financial instruments issued by companies which are assigned the task of acting as independent experts for the estimate of the assets transferred or bought by real estate funds, or by a company entrusted with ascertaining the compatibility and profitability of contributions to real estate funds with respect to the investment policy and to the solicitation activity of the fund itself;
 - i. the sale or lease, the purchase or transfer of any other asset or right to or by or through a company belonging to the group, its shareholders or companies funded or guaranteed by a company belonging to the group or investor company, where the possibility of refunding the loan, in full or to a great extent, to the lending group company or investor company depends on the outcome of the sale or transfer;
 - j. the granting of loans by a company belonging to the group or an investor company to collective investment undertakings managed by the Company;
 - k. the investment in the financial instruments of an issuer whose corporate bodies include relevant persons with delegated powers;
 - l. the purchase of assets from relevant persons;
 - m. the purchase and sale of goods between portfolios managed by the Company.
2. For the purpose of identifying any conflict of interest described in paragraph 1, the Company diligently acquires any necessary information, using all information it has by reason of the services and activities performed thereby, including information made public or disclosed by companies belonging to the group or investor companies.

ART. 5.2 - SELECTION OF CONTRACTUAL COUNTERPARTIES

1. In the selection of contractual counterparties, at least the following circumstances are deemed to

represent conflicts of interests:

- a. the use of intermediaries or other subjects of companies belonging to the group or investor companies for the provision of services on behalf of portfolios managed (for instance, depositary bank, intermediaries who provide the investment services of execution of orders on behalf of clients, placement, reception and transmission of orders, subjects that provide advice, property management, facility management, project management, agency, advisory services, etc.);
- b. the use of brokers who provide further services to the Company other than dealing (e.g. safe custody services, administration or distribution of managed collective investment undertakings units or shares, research);
- c. the assignment to independent experts, or to the latter's employees or managers, with reference to the same fund, of further tasks which are not strictly connected to real estate evaluation;
- d. the execution of transactions on financial instruments at execution venues managed by a company in which a company belonging to the group or an investor company has a significant holding;
- e. the existence of agreements on the retrocession of fees or of any other goods and services of other nature which cannot be referred to the fees or expenses usually billed for the service or activity performed.

ART. 5.3 - THE EXERCISE OF RIGHTS ATTACHED TO FINANCIAL INSTRUMENTS BELONGING TO THE PORTFOLIO MANAGED

1. A conflict of interests is deemed to arise upon the exercise of the rights attached to the financial instruments held in the managed portfolios, issued by companies belonging to the group or by companies with which the Company, its major holders or companies belonging to the group have a strategic relationship.

ART. 6 - OTHER KINDS OF CONFLICTS OF INTERESTS ARISING IN THE PROVISION OF THE COMPANY ACTIVITIES

1. When providing investment advice, a conflict of interest is deemed to arise at least in case of recommendations concerning the financial instruments indicated in article 5.1 of this Protocol.
2. When marketing collective investment undertakings units or shares, a conflict of interest is deemed to arise in case of the joint marketing of own collective investment undertakings including collective investment undertakings belonging to the group, and third party collective investment undertakings.

CHAPTER IV - Management of conflicts of interests

ART. 7 - CRITERIA FOR THE IDENTIFICATION OF ORGANIZATIONAL MEASURES AND PROCEDURES FOR THE MANAGEMENT OF CONFLICTS OF INTERESTS

1. The Company adopts organizational measures and procedures to manage any conflict of interests that is identified according to this Protocol.
2. In particular, the organizational measures and procedures to manage any conflict of interests must:
 - a. be such as to avoid conflicts:
 - i. entailing a serious damage to the interests of one or more collective investment undertakings that are managed
 - ii. having a negative impact on the clients' interests;
 - b. be proportionate to the nature, scale and complexity of the business of the Company and of the group it belongs to, and to the typology and range of products offered or services or activities provided;
 - c. guarantee that the relevant persons involved in different business activities giving rise to a conflict of interests carry on those activities at a level of independence appropriate to the size and activities of the Company or of the group it belongs to and suitable to the extent of the risk of damage to the interests of the collective investment undertaking or of the clients.
3. In order to guarantee the independence of the relevant persons, the Company takes measures and procedures, where appropriate:
 - a. to prevent or control the exchange of information between relevant persons, including relevant persons of companies belonging to the group, engaged in activities involving a risk of a conflict of interests, where the exchange of that information may damage the interests of one or more collective investment undertakings and of one or more clients;
 - b. to guarantee the supervision of relevant persons whose principal functions involve carrying out activities or services on behalf of collective investment undertakings and of clients which may give rise to conflicts of interests with the collective investment undertakings and clients;
 - c. to remove any direct link between the remuneration of relevant persons engaged in one activity and the remuneration of, or revenues generated by, other relevant persons engaged in a different activity, where a conflict of interests may arise in relation to those activities;
 - d. to prevent or limit the exercise of inappropriate influence over the way in which a relevant person carries out collective management service or other investment services and activities;
 - e. to prevent or control the simultaneous or subsequent involvement of a relevant person in distinct activities relating to the collective management service performed by the Company or the simultaneous or subsequent involvement of a relevant person in collective management service and other services or activities performed by the Company, the simultaneous or subsequent involvement of a relevant person in distinct investment services or activities, where such involvement may impair the proper management of conflicts of interests.
4. Should the adoption of such measures and procedures fail to ensure the requisite degree of independence of the relevant persons, the Company shall take such alternative or additional measures and procedures necessary and appropriate for such purpose.

ART. 8 - ORGANIZATIONAL MEASURES FOR THE MANAGEMENT OF CONFLICTS OF INTERESTS

ART. 8.1 - COMPETENT CORPORATE BODIES AND FUNCTIONS

1. The body charged with the strategic supervision function defines and approves the organizational measures and procedures for the management of conflicts of interests and for remedying to any failures of such measures and procedures. The body charged with the strategic supervision function periodically assesses their adequacy – especially where corporate functions are outsourced to entities of the group – by ensuring that the system of information exchanges is appropriate, timely and complete.

2. The body charged with the management function implements the organizational measures and procedures for the management of conflicts of interests defined by the body charged with the strategic supervision function and constantly checks their adequacy. The body charged with the management function also ensures that the measures and procedures adopted by the Company are promptly communicated to all members of staff concerned.
3. The body charged with the control function checks any irregularities in the management of conflicts of interests as well as the infringement of the rules thereon and communicates such irregularities and infringements to the body charged with the strategic supervision function, in order for the latter to take any necessary measure.
4. The compliance function regularly controls and assesses the adequacy and efficacy of the conflicts of interests policy and of the measures taken to remedy to any failures. The compliance function also provides its advice and assistance to identify conflicts of interests and to define the organizational measures that are suitable for their effective management.
5. The risk management function takes care of measurements of the risks – including market risks – that underpin operations giving rise to a conflict of interests, checks compliance with the limits given to the different structures and operating units, and controls the consistency of the operating business thereof with the level of risk appetite defined in the Company's internal policies.
6. The internal audit function checks the overall adequacy and efficacy of the Company's control systems, processes, procedures and mechanisms. This function also gives recommendations based on the results of its works and checks compliance therewith.

ART. 8.2 - INDEPENDENT DIRECTORS

1. The Company makes sure that its body charged with the strategic supervision function includes a significant number of independent directors compared with the size of the body and of the Company's business.
2. The Independent Directors must have the professional experience and authority to ensure a high level of discussion within the body they are members of, and play a significant role in the decision-making process of such body.
3. If the Company's body charged with the strategic supervision function includes specialized committees (internal control, compliance, remuneration), these are chaired by an Independent Director and include a majority of Independent Directors.
4. Non-executive directors are independent if they have not, neither have they recently had, not even indirectly, any relationships with the Company or with persons linked to the Company such as to prejudice their independent judgment.
5. The body charged with the strategic supervision function evaluates the independence of its members in substantial rather than in formal terms, taking into account the fact that a director is not usually independent in the following circumstances (which are neither absolute nor exhaustive):
 - a. if the Director is the owner, whether directly or indirectly, of holdings that grant a 10 (ten) percent or more share of voting rights or of the capital of the Company or if he/she can exercise significant influence thereon, or is a party to a shareholders' agreement whereby control of or significant influence on the Company is exercised;
 - b. if he/she is a significant representative of a company or entity that is a party to a shareholders' agreement whereby control of or significant influence on the Company is exercised;
 - c. if he/she is, or has been in the previous three financial years, a manager of the Company or of a company or entity belonging to the group;
 - d. if he/she is, or has been in the previous three financial years, a member (not an independent member) of the body charged with the strategic supervision function or of a company or entity belonging to the group;
 - e. if he/she has, or has had in the previous financial year, whether directly or indirectly through a company of which he/she is a member of the body charged with the management function or a major shareholder, significant commercial, financial, professional relation with the Company or with a company or entity belonging to the group;

- f. if he/she receives, or has received in the previous three financial years, a significant remuneration, from the Company or from a company of the group, on top of his fixed remuneration as a member of the Company's body charged with the strategic supervision function, including his participation in incentive schemes linked to corporate performance, including equity-based compensation schemes;
 - g. if he/she has been a member (not an independent member) of the Company's body charged with the strategic supervision function for more than nine years over the last twelve years;
 - h. if he/she is a member of the body charged with the management function of another company in which a member of the body charged with the management function of the Company is a member of the same body;
 - i. if he/she is a shareholder or director of a company or entity that belongs to the network of the company that is in charge of the Company's statutory auditing;
 - j. if he/she is a close relative of a subject who falls within any of the above cases.
6. The independence of Directors is periodically assessed by the body charged with the strategic supervision function. To this end, the Independent Directors provide the body charged with the strategic supervision function with a declaration in which they certify their satisfaction of the requisites mentioned in paragraph 4 above and provide the body with any information necessary to evaluate the directors' independence completely and adequately. The Independent Directors promptly give notice to the body charged with the strategic supervision function of the eventual loss of such requisites.
 7. The Company ensures the transparency, according to the method previously established by the body charged with the strategic supervision function, of the details, number and powers of its Independent Directors separately from the other members of the body charged with the strategic supervision function.
 8. For at least two years after termination of the Independent Directors' office, the Company does not hold significant work, professional or business relationships therewith.
 9. The Independent Directors make, when and where deemed appropriate, suggestions to the body charged with the strategic supervision function to identify conflicts of interests and to define suitable organizational measures for their effective management. The Independent Directors give their opinion on the adequacy of the measures and procedures for the management of conflicts of interests defined by the body charged with the strategic supervision function and on the issues assigned thereto by this Protocol.
 10. The opinions described in the previous paragraph are given by a committee within the body charged with the strategic supervision function, even specifically set up therefore, and made up exclusively of unrelated Independent Directors or, in case of companies that adopt dual management and supervision system, of unrelated independent management or supervisory board members. Where at least three unrelated Independent Directors are not in office, the opinion is given by the unrelated independent Directors in office. When no unrelated independent director is in office, the Company's procedures identify specific equivalent measures to those indicated in the present paragraph (for instance, the issuance of an opinion by the body charged with the control function or an independent expert).
 11. Without prejudice to the following paragraph, the opinions given by the Independent Directors are motivated and not binding, though they require the body charged with the strategic supervision function to give grounds for any opposite decision. The committee mentioned in paragraph 10 or the Directors in office, where there are not at least three independent directors, are promptly given the information required for their opinion.
 12. If the Independent Directors give a negative opinion, or a positive opinion though subject to conditions, to entering into agreements with the related parties defined in article 1(1), letter y), of this Protocol, the Company's procedure shall provide that a preliminary opinion must be also asked to the body charged with the control function. The Company provides transparent information to its investors/clients – at least once a year and in the form as previously established by the body charged with the strategic supervision function – regarding the key points of its agreements with related parties which have been entered into despite the negative opinion of its Independent Directors and of the body charged with the control function, having special regard to the nature of the counterparty, the subject-matter of the agreement and the corresponding price.
 13. The Company's procedures may set criteria for the identification of low-value transactions which the

recommendations of paragraphs 11 and 12 do not apply to. The Company's procedures may also exclude the application, either in full or in part, of the recommendations of paragraphs 11 and to regular transactions completed in marked-equivalent or standard terms. If the conditions of the transaction are defined as equivalent to market or standard conditions, the corresponding documents contain relevant objective evidence thereof.

14. The Independent Directors may suggest to the body charged with the strategic supervision function to avail itself, at the Company's charge and within a suitable budget that is pre-set at the beginning of every financial year by the body charged with the strategic supervision function, of external advisors who have no significant relation with the Company, its parent companies and their affiliates or with the Independent Directors themselves, for the study and objective assessment of specific issues for which the Independent Directors have no specific professional expertise.

ART. 8.3 – ACCUMULATION OF FUNCTIONS

1. In order to guarantee the Company's operational autonomy and its independent decision-making:
 - a. the members of the body charged with the strategic supervision function and of the body charged with the management function, as well the Director General and those who hold delegated powers in the Company, do not hold the following functions in any companies belonging to the group (different from asset management companies) that are involved in the distribution of collective investment undertakings units or shares of the Company, or in any companies belonging to the group that, in the interest of portfolios managed, act as depositary bank, or provide the investment services of dealing on own account, executing orders on behalf of clients, placement, reception and transmission of orders, investment advice, management of multilateral trading systems or ancillary services regulated by the TUF or property management, facility management, project management, agency, advisory services or that grant loans in the interest of portfolios managed:
 - member of the body charged with the strategic supervision function, member of the body charged with the management function, Director General;
 - manager with delegated powers pertaining to the activities and services listed above.An analogous limit applies to the depositary banks of the collective investment undertakings managed, even where not belonging to the company's group;
 - b. the chairman (with delegated powers) of the body charged with the strategic supervision function, the members of the body charged with the management function, the Director General and those who hold delegated powers do not hold the following functions in any companies whose financial instruments are included in the portfolios managed:
 - chairman of the body charged with the strategic supervision function, member of the body charged with the management function, Director General;
 - manager with delegated powers.
2. The limit described in paragraph 1, letter b), does not apply to the Company (including a company established under foreign law) whose collective investment undertakings are the object of investment by the portfolios under management, and neither does it apply to unlisted companies whose securities are bought in the course of the management of private equity funds or real estate funds performed by the Company, where the existence of the body charged with the strategic supervision function offers a suitable control of the investment made.

ART. 9 - PROCEDURES FOR THE MANAGEMENT OF CONFLICTS OF INTERESTS

ART. 9.1 - SELECTION OF INVESTMENTS

1. After hearing the opinion of the Independent Directors, the body charged with the strategic supervision function takes a resolution to determine the general criteria which must guide any decision on the investment of portfolios managed that can give rise to a conflict of interests.
2. The resolution mentioned in paragraph 1 defines the procedures for control of compliance with such criteria and specifies how often they are to be reviewed and updated as a minimum.
3. After hearing the opinion of the Independent Directors, the body charged with the strategic supervision

function evaluates the adoption of restricted lists and watch lists.

4. The Independent Directors must be provided, on occasion of the meetings of the body charged with the strategic supervision function and suitably in advance, with the information necessary to assess completely and in detail the degree of independence and autonomy of the decision-making process with respect to investment choices.

ART. 9.2 - SELECTION OF CONTRACTUAL COUNTERPARTIES

1. After hearing the opinion of the Independent Directors, the body charged with the strategic supervision function takes a resolution to determine the general criteria for the selection of contractual counterparties and for the distribution of assignments among them, setting also the procedures for control of compliance with such criteria and specifying how often these are to be reviewed and updated as a minimum.
2. The body charged with the strategic supervision function checks the suitability of content of the agreements that have a significant influence on the assets under management and whether such agreements are in the interest of collective investment undertakings participants and of clients. In particular, the body charged with the strategic supervision function, after hearing the opinion of the Independent Directors:
 - a. evaluates the reasons for choosing the counterparty;
 - b. checks that the economic conditions are equivalent to market or standard conditions for similar services and that they ensure the balance between the negative and positive items of the Company's income;
 - c. periodically checks the existence and conditions of use of skills, fees or non-monetary benefits paid or provided to or by the Company to or by a third party, with respect to the provision of collective management service and of other investment services and activities.
3. After hearing the opinion of the Independent Directors, the body charged with the strategic supervision function makes sure that the contracts for the outsourcing of corporate control functions to other entities of the group are drafted in such a way as to protect the Company's autonomy and to protect the interests of collective investment undertakings participants and its clients.

ART. 9.3 - THE EXERCISE OF RIGHTS ATTACHED TO THE FINANCIAL INSTRUMENTS BELONGING TO THE MANAGED PORTFOLIOS

1. The Company exercises the rights attached to the financial instruments belonging to the portfolios managed to the exclusive benefit of collective investment undertakings participants or its clients.
2. Where required by the characteristics of the collective management service provided, the body charged with the strategic supervision function adopts a strategy for the exercise of the rights attached from the financial instruments belonging to the portfolio managed in compliance with article 32 of the Bank of Italy – Consob Joint Regulation.
3. The Company adopts specific organizational measures to ensure that the exercise of the rights attached to the financial instruments belonging to the portfolios managed by controlling companies, directly or indirectly, is realized to the exclusive interest of the collective investment undertaking's participants or its clients. The strategy referred to in paragraph 2 specifies the measures adopted by the Company for that purpose.
4. The Company cannot delegate to companies belonging to the group or to their representatives the exercise of voting rights attached to shares belonging to the portfolios managed, unless it is another asset management company. In any case, the Company makes sure that the voting rights exercised by the delegated entity are in compliance with the interest of collective investment undertakings participants or of its clients.
5. The Company formalizes and keeps suitable documents giving evidence of the decision-making process followed for the exercise of voting rights and of other rights attached to the financial instruments under management, as well as of the grounds for any decision taken thereby when exercising the vote of a company belonging to the group or of investor companies.
6. The Company ensures transparency of the vote cast and of the conduct held in exercising its attendance

and voting rights, according to their relevance and in the form as previously established by the body charged with the strategic supervision function (for instance, in the annual report or in a specific document to be made available on the Company's Website or at its premises).

7. The Independent Directors check the correct application of the principles and procedures regarding the exercise of rights attached to the financial instruments belonging to the portfolios managed.

ART. 9.4 - REMUNERATION CRITERIA

1. The body charged with the strategic supervision function ensures that the Company's remuneration and incentive schemes are such as not to be in conflict with sound risk management policies and coherent with long-term strategies.
2. The Independent Directors or, where present, the remuneration committee, give their opinion on the criteria adopted for the remuneration of the members of the body charged with the management function, of the Director General, of the directors with delegated powers and of the asset managers.

ART. 10 - OTHER MEASURES AND PROCEDURES FOR THE MANAGEMENT OF CONFLICTS OF INTERESTS

1. The body charged with the strategic supervision function verifies and the body charged with the management function takes care of the adequacy and efficacy of organizational measures – formalized in appropriate internal ethics codes and rules – designed to regulate the conduct of relevant persons, also with respect to transactions giving rise to a conflict of interests.
2. After hearing the opinion of the Independent Directors, the body charged with the strategic supervision function evaluates the adoption of:
 - a. information barriers and internal procedures aimed at preventing or controlling the exchange of information between the relevant persons involved in activities that may give rise to conflicts of interests;
 - b. hierarchical barriers (separate management of structures involved in conflicting activities) and segregation of functions.

ART. 11 – CONFLICTS OF INTERESTS WHICH CANNOT BE NEUTRALIZED

1. When the measures and procedures adopted are not sufficient, in the provision of collective management service, to avoid with reasonable certainty the risk that the conflict of interests damages the managed collective investment undertakings, the body charged with the strategic supervision function, or the competent corporate functions, is promptly informed in order for it to take, after hearing the opinion of the Independent Directors, the necessary decisions to guarantee in any case the fair treatment of the collective investment undertakings.
2. The Company periodically makes available to investors via a durable medium the information on the conflicts of interests referred to in the previous paragraph, showing the resolution taken by the competent bodies or functions and the grounds of that decision.
3. When the measures and procedures adopted are not sufficient, in the provision of investment activities and services, to ensure with reasonable certainty that the risk of damage to the clients' interests will be avoided, the Company clearly informs the clients of the nature and source of conflicts, so that the latter can take decisions on an informed basis about the services provided thereby, in the light of the situation which the conflict arises in. This information:
 - a. is provided, on a durable medium, before acting on behalf of clients and, where deemed necessary, after the risk of damage to the clients' interests has arisen, through subsequent and specific information means defined by the Company in each instance;
 - b. is sufficiently detailed, considering the type of client involved.
4. The assessment described in paragraphs 1 and 3 is made by the body charged with the strategic supervision function after hearing the Independent Directors.

ART. 12 - CONFLICTS OF INTERESTS RECORD

1. The body charged with the strategic supervision function entrusts the compliance function with the task of keeping and regularly updating a record that indicates, for each type of service or activity concerned, the situation in which a conflict of interest entailing a material risk of damage to the interests of one or more collective investment undertakings or one or more clients has arisen or may arise.
2. The record identifies the types of conflicts of interests in the order they occur or may occur with respect to the information flows received and to the operations that the Company intends to put in place.
3. The compliance function points out, in the report to the corporate bodies required by article 16 of the Bank of Italy-Consob Joint Regulation and whenever deemed appropriate thereby, the situations included in the record where a conflict of interests has arisen or may arise.

ART. 13 - CONTROL AND UPDATING

1. The body charged with the strategic supervision function reviews and updates the identified situations of conflict of interests at least once a year and also when:
 - a. the Company's or the group's structure changes substantially;
 - b. the Company starts doing new business.
2. For the purposes of the above paragraph, the body charged with the management function provides for adequate information flows between corporate bodies and functions, relevant persons and companies belonging to the group.
3. The compliance function regularly controls the efficacy of the measures and procedures for the management of conflicts of interests so as to identify and, where appropriate, correct any shortcomings.
4. The body charged with the strategic supervision function reviews measures and procedures adopted at least once a year, and also in case of significant circumstances able to influence the Company's long-lasting guarantee of an effective management of conflicts of interests.

FINAL PROVISION

1. This Protocol replaces the "Protocol of autonomy for asset management companies".
2. The Companies inform the Association of their adoption of this Protocol, by sending the report defined in article 6(2) of its Bylaws, by 30 June every year, indicating the variations from the report of the previous year. In case no change occurred, the Companies are not required to send the report, provided that they inform the Association of that circumstance.

This document is originally written in Italian language. In case of discrepancy between the original Italian text and the present English translation, the Italian version will prevail.