

Reggio Emilia, 11 July 2018

**To Potential Buyers / Offerers****NOTICE 35 – Possible documentation for the Data Room Access Request**

Please be informed that the tender rules governing the access to the Data Room, the submission and selection of Binding Offers, is currently under examination by the Ministero dello Sviluppo Economico (“MISE”), after receiving the approval by the Oversight Board.

In order to facilitate the presentation of the Data Room Access Request, we present below the list of documents to be attached to the Request for its valuation. It is understood that the final list shall be the one included in the tender rules approved by the MISE.

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**6. Form and content of the Data Room Access Request****6.1 Parties wishing to access the Data Room are asked to send:**

- (i) *by certified email to the procedure addresses ... OMISSIS...: followed by*
- (ii) *dispatch of the original by registered letter with acknowledgment of receipt to the following address ... OMISSIS...,*

*a Data Room Access Request, drawn up in writing, in Italian, according to the standard available on the website ... OMISSIS...*

**6.2. The Access Request must be signed by the interested natural person or, in the event of a party with legal per-sonality, by the pro tempore legal representative or, in the event of a Group, by all the legal representatives of the parties forming the Group.**

*The Access Request stating the intention to submit a Binding Offer through a NewCo established or in the process of being established shall be signed both by the applicant and by the legal representative of the NewCo and/or by all the shareholders, including future share-holders, and/or legal representatives of the shareholders in the NewCo as well.*

### 6.3 The Access Request shall contain:

- (i) *The identification details of the party submitting it and, therefore, the forename and surname or company name, address, certified email address and, if no such address exists, email address, telephone and fax number of the interested party and/or the legal representative and any party delegated or authorized by the latter to correspond with the Special Administrator. If a request is submitted by a Group, the Access Request must contain the aforesaid data on the joint representative, appointed for that purpose by each of the members. If the Access Request indicates the intention to submit a Binding Offer through a NewCo established or in the process of being established, it shall contain the aforesaid data relating to the applicant;*
- (ii) *The declaration that he has been informed, pursuant to and for the purposes referred to in the GDPR – General Data Protection Regulation (EU/2016/679), that the personal data collected shall be handled, even with electronic tools, solely within the scope of the procedure for which this declaration is made and that he gives his consent, pursuant to the GDPR - General Data Protection Regulation (EU /2016/679), to the handling of the data supplied for the purposes connected with the execution of the procedure and the possible arrangement of the Transfer Agreement and/or the Deed of Sale.*

### 6.4 The following documents shall be attached to the Access Request, signed and sealed on every page by the parties indicated in points 6.2 and 6.3 above:

- (i) *An express declaration of interest in the purchase with an express indication of the scope of the Binding Offer.  
This declaration of interest is not binding on the party requesting access who shall therefore be free not to submit Binding Offers pursuant to Article 8 below or to submit Binding Offers of a different scope;*
- (ii) *A brief profile (maximum three pages on official stamped paper) of the activities carried out by the interested party and, if it exists, by the group to which it belongs and/or by the parent company, including the main and most up-to-date economic and financial data for the last three years, indicating, in particular, the activities carried out in the sector in which Artoni Trasporti operates;*
- (iii) *Statutory and, if they exist, consolidated financial statements of the interested party/parties for the last three financial years;*
- (iv) *Copy of the Confidentiality Agreement, whose content is identical to the standard available on the website ...OMISSIS..., signed and sealed in full*

- at the bottom, to indicate full acceptance of the conditions provided for therein, by the parties indicated in points 6.2. and 6.3 above;*
- (v) Copy of the Data Room Rules, whose content is identical to the standard available on the website ...OMISSIS..., signed and sealed in full at the bottom, to indicate full acceptance of the conditions provided for therein, by the parties indicated in points 6.2. and 6.3 above;*
  - (vi) Copy of these Rules, signed and sealed in full at the bottom, to indicate full acceptance of the conditions provided for herein, by the parties indicated in points 6.2. and 6.3 above;*
  - (vii) A declaration certifying, for the natural person or members of the company bodies of the interested party/parties (board of directors, supervisory committee, board of statutory auditors or other relevant body), satisfaction of the requirements of honour referred to in Article 2382 of the Italian Civil Code and Article 26 of Legislative Decree no. 385/93 and, for foreign parties, an equivalent declaration;*
  - (viii) A declaration certifying, for the natural person or members of the company bodies of the interested party/parties (board of directors, supervisory committee, board of statutory auditors or other relevant body), non-existence of the causes of prohibition, forfeiture or suspension referred to in Article 67 of Legislative Decree no. 159/2011;*
  - (ix) Suitable documentation demonstrating the powers of the legal representative(s);*
  - (x) A substitute declaration (self-certification) in which the interested party declares under his own responsibility that he does not fall under the conditions laid down in Article 5.1 above.*
- 6.5 The documentation shall be drawn up in writing and in Italian, unless, on the request of the interested party, the Special Administrator grants express authorization to produce the document in the original language.*
- 6.6 The Special Administrator may request any other information considered necessary to assess the reliability and possible competitive relations and/or correlation of the interested party.*
- 6.7 At the Special Administrator's discretion, access to the Data Room may even be granted to parties submitting the Data Room Access Request who fail to attach all the documentation requested and provided for by this Article, provided that they satisfy the requirements laid down in Article 4, without prejudice to Article 5, and offer at least the documents indicated in Article 6.3. letters (vi), (vii) and (viii) above.*

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Artoni Trasporti S.p.A. in A.S.  
Società unipersonale

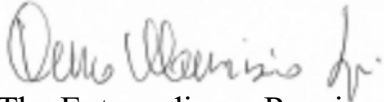
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CCIAA DI RE REA 264774  
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Reg. Imprese di RE 02248020352  
Iscr. Albo Autotrasportatori: RE 4506624E  
Cap. Soc. € 5.000.000,00 i.v.



Yours sincerely,



The Extraordinary Receiver  
Dott. Franco Maurizio Lagro

**Artoni Trasporti S.p.A. in A.S.**  
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Attività di direzione e coordinamento **Artoni Group S.p.A.**

