

CONBIPEL S.P.A. IN A.S.

INVITATION TO SUBMIT BINDING OFFERS FOR THE PURCHASE OF COMPANY PERIMETERS

The Extraordinary Commissioner of Conbipel S.p.A. in A.S., appointed by the decree of the Minister of Economic Development dated 9 February 2021 and published in the Gazzetta Ufficiale on 24 March 2021, invites all interested subjects to submit their irrevocable and guaranteed offers for the purchase of one or more business perimeters, as detailed in the Tender Regulation (the "**Business Perimeters**").

Considering that:

- On 3 June 2021, the Extraordinary Commissioner filed with the Ministry of Economic Development the Program of the company Conbipel S.p.A. in A.S. pursuant to Articles 54 et seq. D. Decree No. 270/1999, with the aim of selling the company's assets;
- the Program was approved by the Ministry of Economic Development on 2 October 2021 and, by decree of 29 November 2021, the start of the sale process of the business units therein illustrated was authorised;
- the tender regulation (the "**Tender Regulation**") has been published and is available in the section dedicated to the Extraordinary Administration on the Company's website www.conbipel.com;
- unless otherwise indicated, terms with the capital letter have the same meaning as in the Tender Regulation.

Binding offers must be received **no later than 4:00 p.m. on 21 January 2022 at the Office of Notary Caterina Bima in Turin, Corso Duca degli Abruzzi, no. 16, 10129 Turin**, and shall, *inter alia*:

- I. be contained in a sealed envelope that does not contain any identifying marks and bears only the name Conbipel S.p.a. in Extraordinary Administration, no. 2/2020, Court of Turin;
- II. be drafted in Italian;
- III. provide clear indication of the identity of the subject submitting the offer;
- IV. indicate one or more of the Business Perimeter that are the object of the offer and the respective consideration;
- V. extensively represent the proposed industrial plan for the business unit, with a minimum duration of 2 (two) years, with particular regard to the preservation of the related employment levels and the financial capacity of the bidder;

- VI. provide evidence of the bank receipt certifying the payment in favour of the Extraordinary Administration procedure of 10 (ten) % of the offered price, as a security deposit and also as a deposit on the offered price, to the bank account that will be provided in the VDR (as defined below) or, alternatively, a cashier's check in the same amount;
- VII. indicate the direct references of the subject in charge of receiving communications from the Extraordinary Administration procedure;
- VIII. indicate the nature and amount of the guarantees required, as set out in the Tender Regulation.

The Reference Price for each Business Perimeter is set forth in the Tender Regulation.

Each of the Business Perimeter shall also be transferred free from burdens, debts and any other liabilities arising prior to the date of transfer, unless provision is made for the assumption of the debt, in accordance with the Tender Regulation.

The overall Reference Price is not binding for the purposes of the admissibility of the Binding Offer, for such purposes, however, the allocation of the consideration for each component of the Business Perimeter object of interest, with particular regard to the Trademark, is essential.

For those subjects who have already expressed interest under the Invitation, the Extraordinary Administration procedure has already made available a **Virtual Data Room ("VDR")**. For such subjects, the documentation already submitted shall be deemed valid, unless supplemented, for which they shall be required to provide adequate information.

For subjects who have not already expressed their interest in the Invitation, it is possible to access the VDR, upon request to the PEC asgi2.2020torino@pec.gop.it e conbipelspa@pec.conbipel.it of the documentation published in the section of the Company's website www.conbipel.com dedicated to the Extraordinary Administration.

For any clarification, please contact the Advisor of the procedure, Studio Ranalli e Associati, at the email address projectconbipel@ranallieassociati.it.

The publication of this call for tender and the receipt of binding offers shall not entail any obligation on the part of the Procedure towards the subjects that have submitted their offers, nor any right of the latter towards the Procedure in any respect whatsoever.

This call for tender does not constitute an offer to the public, pursuant to Article 1336 of the Italian Civil Code, nor an invitation to offer, nor a solicitation of public savings. ex artt. 94 e ss. del D. Lgs. 24 February 1998, n. 58.

Turin, 7 December 2021

THE EXTRAORDINARY COMMISSIONER OF CONBIPEL S.P.A. IN A.S.