

**Extraordinary Administration
of
Alitalia - Società Aerea Italiana S.p.A.**

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**SECOND CALL FOR SUBMISSION OF OFFERS FOR THE ACQUISITION OF
ITALIA LOYALTY S.p.A. (formerly known as ALITALIA LOYALTY S.p.A.)**

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1. Recitals

1.1 Alitalia - Società Aerea Italiana S.p.A. (**Alitalia under EA**) is a company based in Italy and operating in the air transport sector, having been admitted to extraordinary administration procedure in accordance with Decree Law 23 December 2003 no. 347, amended and converted into Law 18 February 2004 no. 39 by way of decree issued by the Ministry for Economic Development on 2 May 2017 and declared insolvent by the Court of Civitavecchia on 11 May 2017.

1.2 Mr. Giuseppe Leogrande, Prof. Daniele Umberto Santosuosso and Mr. Gabriele Fava were appointed Extraordinary Commissioners of Alitalia under EA (the **Extraordinary Commissioners**).

In implementation of the extraordinary administration programme, as amended in accordance with the provisions of article 11quater of the Decree Law 25 May 2021 no. 73, converted with amendments by Law 23 July 2021, no. 106 of and subsequent amendments (the "**DL 73/2021**"), the Extraordinary Commissioners have been authorised by the Ministry of Economic Development to proceed with the sale of the company Alitalia Loyalty S.p.A, wholly owned by Alitalia under EA, provided that,

pursuant to the "Common understanding" as set out in the decision of the European Commission dated 10 September 2021, such sale can not be in favour of Italia Trasporto Aereo S.p.A.

- 1.3 On 16 November 2021, the Extraordinary Commissioners published a first “Call for submission of offers for the acquisition of Alitalia Loyalty S.p.A.” (the **First Call**). following which several Admission Requests to the Data Room (the **Parties Admitted to the First Procedure**) were received and accepted. In consideration of the need of more time for assessment highlighted by some of the Admitted Parties, the Extraordinary Commissioners, with this Second Call, have decided to renew the Procedure by means of a further solicitation to the market (the **Second Procedure**) taking into account the Admitted Parties to the first procedure (the **First Procedure**).
- 1.4 Pending the completion of the First Procedure, Alitalia Loyalty S.p.A. changed its name into Italia Loyalty S.p.A. by resolution adopted at the extraordinary shareholders’ meeting held on 3 December 2021

2. Purpose of the Second Procedure

- 2.1 The purpose of this Second Procedure is – as for the First Procedure - the sale of no. 500.000 ordinary shares having a face value of Euro 1,00 each (the **Shares**) issued by Italia Loyalty S.p.A. (the **Company**) owned by Alitalia under EA and representing the entire share-capital of the Company (the **Operation**).
- 2.2 The Shares are transferred in the factual and legal status in which the Company will be found at the closing date of the Operation.

3. Persons admitted to the Second Procedure. Request for Admission to the Data Room

- 3.1 Only parties admitted to the Data Room (the **Admitted Parties**) may participate in the Second Procedure. Individual enterprises or corporations (qualifying as such

under the law of the country of origin) of any nationality, or groupings of individual enterprises or companies of any nationality (the **Consortiums**), having a net worth at the date of submission of the Admission Request of not less than Euro 10 million may apply for admission to the Data Room (the **Admission Request**).

In the case of Consortiums, the requirement shall refer to the aggregate net worth of the Consortium members. In the case of an investment fund, the requirement shall refer to the latest available net worth of the fund or to the financial resources available for investment by the fund on the date of submission of the expression of interest (duly documented).

- 3.2 In any case, the Admitted Parties shall be allowed, during the Second Procedure, to establish and/or modify a Consortium - also by joining with entities that have submitted no Admission Request according to this Call - consistently with the terms and procedures that will be subsequently notified with the Letter of Procedure.
- 3.3 In any case, Admission Requests shall not be allowed from individual enterprises or corporations or Consortiums in which one or more of the members find themselves in any of the following circumstances of ineligibility:
- (a) if, in the 12 (twelve) months prior to the date of publication of this Second Call, they were or are being liquidated and/or find themselves in any of the situations referred to in articles 2446 and 2447 of the Civil Code and/or in any equivalent situation according to the applicable law in the country where they are registered;
 - (b) if, in the 12 (twelve) months prior to the publication of this Second Call, they were or are involved in insolvency or bankruptcy proceedings, in accordance with the legislation of the country where they are registered, or any other procedure for determining a state of insolvency, financial distress, termination of business activities or extraordinary administration, according to the applicable law in the country where they are registered;
 - (c) if they are subject to disqualification penalties, pursuant to article 9, paragraph 2, letter c) of Legislative Decree 8 June 2001, no. 231, or equivalent sanctions entailing the prohibition to enter into contracts with the public administration, according to the applicable law of the country where they are registered;

(d) if the owner, or, in the case of corporations, the members of the management and supervisory bodies, have been convicted, by way of a final judgment, or have been issued penalty orders, or have been sentenced under a plea-bargaining arrangement, pursuant to article 444 of the Italian Criminal Code – without prejudice to the effects of rehabilitation – in respect of any of the offences referred to in article 80, paragraph 1, letters a), b), c), d), e), f) and g) of Legislative Decree 18 April 2016, no. 50 and to whom, therefore, the causes of disqualification, suspension or prohibition provided in article 67 of Legislative Decree 6 September 2011, no. 159 apply, or any equivalent offences or prohibitions pursuant to the applicable law of the country where they are registered.

3.4 No Admission Request shall be allowed if submitted by a person not yet officially appointed, intermediaries or trust companies, or with regards to which it proves impossible to clearly identify the relevant individual enterprise or corporation submitting the Admission Request or the members of the Consortium.

3.5 The eligibility requirement set out in point 3.1 must be stated by way of a declaration in lieu of an affidavit, made pursuant to the Decree of the President of the Republic 28 December 2000 no. 445 or an equivalent document according to the legislation of the country of origin, made by the legal representative of the applicant (individual or member of the Consortium), certifying the net worth amount held on the date of submission of the Admission Request.

For investment funds, the declaration in lieu of an affidavit must be signed by the legal representative of the asset management company administering the fund.

The absence of causes of ineligibility, with regard to the Second Procedure referred to in point 3.3 above, shall be certified by the interested entity, and in the case of Consortium by each of the entities participating in it, by way of a declaration in lieu of an affidavit, made pursuant to the Decree of the President of the Republic 28 December 2000 no. 445, or an equivalent document according to the legislation of the country of origin.

3.6 The Parties Admitted to the First Procedure may state that what was attached to and declared with the Admission Request to the First Procedure is confirmed with reference to this Second Call.

3.7 The Extraordinary Commissioners reserves the right to carry out any appropriate investigation, also through PriceWaterhouseCoopers (the **Advisor**), in relation to the declarations made as well as to request any further useful and/or necessary documents in relation to what has been declared.

4. Contents of the Admission Request

4.1 The Admission Request shall contain:

- (a) essential information for fully identifying the applicant entity or each member of the Consortium (in the case of a corporation: its name, registered office, tax identification number and VAT registration number, or other forms of identification according to the applicable law of the country where it is registered; in the case of an individual enterprise: the owner's name, surname, tax identification number and VAT registration number, or other forms of identification according to the applicable law of the country of which he/she is a citizen);
- (b) the contact details to which any notices relating to the Procedure may be sent, such as an email address and/or fax number. In the case of Consortium only one address must be given for all members of the Consortium;
- (c) the declarations pursuant to point 3.5 above;
- (d) the confidentiality undertaking and the Data Room regulation signed by the same person signing the Admission Request or, in the case of Consortium, by each member of the same. Both documents are published in the website referred to in point 11.7 below and must be signed without any changes and/or additions. Both documents are published in Italian (as official language of this Procedure pursuant to subsequent point 4.3).

4.2 The Admission Request shall be accompanied by:

- (a) a copy of this Call initialled on each page and signed at the bottom by the applicant entity (in the case of a corporation, by its legal representative or other authorised person vested with the necessary power to legally bind the interested entity; in the case of Consortium, by the legal representative of each member of the Consortium or other authorised person vested with the necessary power to legally bind all members of the same), as a token of full and unconditional acceptance of the terms and conditions set out therein;
- (b) in the case of a corporation, the documents certifying the resolution/decision of the governing body in relation to the submission of the Admission Request as well as the signing powers of the person signing the Admission Request, a copy of the company registration certificate, with full historical details (or other equivalent document) updated to no more than 7 (seven) days prior to the date of the Admission Request. In the case of Consortium, such documents shall be provided by each member of the Consortium.

4.3 The Admission Request and the attached documents shall be made in Italian only. If the Admission Request and/or the relevant documents are drafted in any other language, a translation into Italian must be attached. In any case, only the Italian translation shall be considered valid.

If the applicant entity is controlled or subject to management and coordination by another individual enterprise or corporation, or is part of a group of companies, it must provide the information and documentation referred to in this section 4 also for its controlling company or the final holding company having actual control or powers of management and coordination of the group to which it belongs. For the purposes of this Call, a control relationship is deemed to exist in accordance with paragraphs 1 and 2 of article 2359 of the Italian Civil Code, or similar situations envisaged by the applicable law of the country in which the company is registered.

4.4 The Parties Admitted to the First Procedure shall submit in Italian language only the statement referred to in paragraph 3.6.

5. Terms for submitting the Admission Request

5.1 The Admission Request complete with the relevant documentation and declarations required by this Second Call or the statement referred to in paragraph 3.6 shall be sent to the following email address: it_alitalia_loyalty_vdr@pwc.com accompanied by the transmission message “*Project AZ - Sale of Italia Loyalty SpA*”.

5.2 The Admission Requests or the statements referred to in paragraph 3.6 shall be received until 11.59pm Italian time on 7 February 2022.

Any Admission Requests received outside the above mentioned date and time will not be taken into consideration.

The date and time of receipt of the email communication will attest the date and time of receipt.

5.3 The Data Room is already open.

6. Admission to the Data Room

6.1 No later than 3 (three) working days from receiving the Admission Request, the Extraordinary Commissioners, also through the Advisor, shall notify the Admitted Parties, eligible as meeting the requirements, of their admission to the Data Room by way of a letter of procedure (the **Letter of Procedure**), which shall regulate the access to the Data Room and the submission of Binding Offers.

6.2 By the same deadline set out in point 6.1 above, the Extraordinary Commissioners, also through the Advisor, shall notify the applicant entity of any further documents that may be required to prove its eligibility.

The applicant entity shall not be admitted to access the Data Room until it has provided full proof of its eligibility.

6.3 The confirmation of the admission to the Data Room as well as the formalities for the submission of the Binding Offers will be communicated to the Parties Admitted to the First Procedure with the Letter of Procedure.

7. Tender base price. Phases of awarding and submission of Binding Offers. Raise Offers

7.1 The tender base price, as *enterprise value*, is equal to Euro 20 million (the **Tender Price**). The awarded party shall also pay to Alitalia under EA, in addition to the awarding price, the amount of the net financial position as of the date of the transfer of the Shares. Such amount will be determined by a sole arbitrator appointed by Alitalia under EA in accordance with the criteria that will be indicated in the document named “*Calculation of the Net Financial Position*” in the Data Room; by way of information, it is specified that, in the last 12 months prior to the publication of this Second Call, the net financial position has been on average positive for Euro 30,4 million.

7.2 In the first awarding phase (the **First Phase**) only binding offers (the **Binding Offers**) equal to or higher than the Tender Price will be admitted.

7.3 In the event that more than one valid Binding Offer compliant with the Letter of Procedure is submitted in the First Phase, the Extraordinary Commissioners reserve the right to request all the Admitted Parties having submitted valid Binding Offers compliant with the Letter of Procedure (the **Second Phase**) to submit better offers compared to the best valid Binding Offer submitted (the **Raise Offers**).

7.4 Only Raise Offers which increase the best valid Binding Offer compliant with the Letter of Procedure submitted in the course of the First Phase by an amount at least equal to or greater than Euro 2 million shall be allowed.

8. Submission of Binding Offers

8.1 The Binding Offers for the First Phase must be submitted by the Admitted Parties - regardless of their respective date of access to the Data Room - within 2.00pm (Italian time) on 14 February 2022.

8.2 Any Raise Offers will be submitted within 3 days from the receipt of the request of such Raise Offers.

9. Letter of Procedure. Awarding criteria

9.1 The Letter of Procedure will regulate the procedure for submitting Binding Offers and will provide, *inter alia*:

- (a) that the Procedure will be awarded in both the First Phase and the Second Phase to the highest price offered;
- (b) that the results of the Procedure will be submitted to the Ministry for Economic Development (the **MISE**) and will become effective and final only after the MISE has issued the required authorisation;
- (c) that the participant will submit, together with the Binding Offer, a cash security deposit in the amount of Euro 10 million;

10. Requests for clarification

10.1 If the interested entities require clarifications and/or further information about how to submit the Admission Request they must send a request, in Italian, exclusively by email to the following address: it_alitalia_loyalty_vdr@pwc.com.

11. Further provisions

11.1 The publication of this Second Call and the receipt of an Admission Request or the statements referred to in paragraph 3.6 by the Extraordinary Commissioners shall not constitute an obligation on or commitment by them to follow up on this Second Call *vis-à-vis* the applicant entities, nor grounds for any claims by the former against the Extraordinary Commissioners.

- 11.2 The Extraordinary Commissioners reserve the right, at any time, to decide not to go ahead with this Second Call and/or to collect Binding Offers or to suspend, stop and/or modify the terms and conditions of this Second Call, and the applicant entities shall not be entitled to any claims whatsoever for damages or compensation against the Extraordinary Commissioners, nor for any other purposes, including the costs incurred for submitting the Admission Request or the statements referred to in paragraph 3.6 and/or the subsequent Binding Offers.
- 11.3 This Second Call does not constitute an invitation to offer, nor an offer to the public, within the meaning of article 1336 of the Italian Civil Code, nor a request for public savings, within the meaning of article 94 et seq. of Legislative Decree 24 February 1998, no. 58.
- 11.4 Each applicant entity shall incur the expenses required for any research and assessments, including the costs incurred for its legal counsels and advisors, and any other costs incurred in connection with this Second Call, and the preparation and presentation of the Admission Request or the statements referred to in paragraph 3.6 and/or the submission of the Binding Offer.
- 11.5 The personal and other data submitted by the applicant entities, in relation hereto, shall be processed in accordance with Regulation (EU) N. 2016/679 (GDPR). According to the said Regulation, the data processing operations shall guarantee the full protection of the rights of the applicant entities as well as full data confidentiality; the purpose of the data processing is to establish the eligibility of the applicants to submit the Admission Request. The data controller is Alitalia – SAI S.p.A. under extraordinary administration, in the person of the Extraordinary Commissioner (or other authorised person).
- 11.6 This Second Call, and its contents, shall be governed by Italian law and subject to the jurisdiction of Italian courts.

11.7 This Second Call has been published on the website of Alitalia under EA, in Italian and English language, always provided that only the Italian text shall be taken into account.

Fiumicino, 30 December 2021

Avv. Gabriele Fava

Avv. Giuseppe Leogrande

Prof. Avv. Daniele Umberto Santosuosso