

## BLUTEC S.P.A. IN A.S. AND INGEGNERIA ITALIA S.R.L. IN A.S.



### Policy document for the collection of contents proposals of the Programme

The Extraordinary Receivership proceedings (the "**Proceedings**") of the companies Blutec S.p.A. in A.S. and Ingegneria Italia S.r.l. in A.S. (the "**Companies**") was opened on 18<sup>th</sup> October 2019 by Decree of the Ministry of Economic Development, appointing Mr. Giuseppe Glorioso, Mr. Andrea Filippo Bucarelli and Mr. Fabrizio Grasso as Extraordinary Commissioners (the "**Commissioners**").

The Commissioners, in order to prepare the Programme pursuant to article 4, paragraph 2, of the "Marzano Law", published a call for expressions of interest ("**Call**") in some of the main national and international press and economic-financial newspapers on 30<sup>th</sup> April 2020, aimed at collecting possible contents proposals of the Programme.

Through the Call, the Commissioners have invited all interested subjects ("**Interested Subjects**") to submit their proposals for the following business complexes ("**Business Unit**" or "**BU**") run by the Companies, either jointly or individually:

- (A) "**BU Metallic**", active in the pressing, moulding and assembly of metal components and equipment for the *automotive* industry;
- (B) "**BU Lighting**", active in the design and production of lighting and signalling systems and plastic components for the *automotive* industry;
- (C) "**BU Chemical**", active in the production of adhesives, sealants and mastics for electronic and electrotechnical applications branded "Vagnone & Boeri";
- (D) "**BU Engineering**", active in the design and realization of automotive prototypes branded "Stola" and "Tecnocar";
- (E) "**BU Stola do Brazil**", active in the production of components for the *automotive* industry, located in Belo Horizonte (Brazil);
- (F) "**BU Termini Imerese**", identified with the named facility, active in the pressing, assembly and cold forming of metals.

This, as said, in order to collect useful proposals for the contents of the Programme that is being prepared by the Commissioners.

The proposals (expressions of interest) shall be submitted by **Friday 29<sup>th</sup> May 2020, 12 a.m. CET**, by certified e-mail at [blutec@legalmail.it](mailto:blutec@legalmail.it), with the following subject:

"Expression of Interest for the company complexes belonging to Blutec S.p.A. in A.S. and Ingegneria Italia S.r.l. in A.S." and shall:

- i. Be written in Italian or English;
- ii. Provide clear identification of the subject expressing interest;
- iii. Indicate the business complex(es) covered by the proposal;
- iv. Illustrate the guidelines of the industrial project proposed for the business complex(es) covered by the interest;
- v. Indicate the direct contacts of the subject in charge of receiving communications from the Proceedings;
- vi. Provide the additional information and documents listed in the **Annex 1** below.

For this purpose, the Proceedings makes available a **Virtual Data Room ("VDR")** to the Interested Subjects, with the information regarding the abovementioned BU, accessible from **30<sup>th</sup> April 2020** and of which the relevant regulation ("DR Regulation") is set out below.

In order to have access to the VDR, the interested subjects are requested to send, with a certified e-mail to the above recipient, the Non-Disclosure Agreement and this Policy document duly signed, along with a clear identification. **The interested subjects shall also indicate:**

- i. The **business complex(es)** covered by the proposal;
- ii. **A list of each person willing to access the VDR**, specifying name, surname, company name, role, personal e-mail address and direct mobile number.

The Commissioners explicitly reserve the right to assess those who have submitted a proposal and expressed interest in the subsequent stages of the Proceedings, indicating that expressions of interest signed for a person to be designated will not be taken into consideration.

The publication of the Call and the receipt of expressions of interest do not imply any obligation of the Proceedings towards the persons who have submitted a proposal (expression of interest), nor any right of the latter towards the Proceedings for any reason whatsoever.

The Call and this Policy document do not constitute an offer to the public, pursuant to Article 1336 of the Italian Civil Code, nor an invitation to offer, nor a solicitation to the public savings pursuant to Article 94 et seq. of Legislative Decree No. 58 of 24<sup>th</sup> February 1994.

### **The Extraordinary Commissioners**

Mr. Giuseppe Glorioso – Mr. Andrea Filippo Bucarelli – Mr. Fabrizio Grasso

## Data Room Regulation

### 1. Introduction

- 1.1 The Companies, through this Data Room Regulation (the "**Regulation**"), intend to set the terms and conditions under which the Interested Subjects may have access to the Virtual Data Room (VDR) opened on 30<sup>th</sup> April 2020.
- 1.2 This Regulation establishes the ways in which Interested Subjects, as well as their representatives and advisors, may use the technological infrastructure of the Data Room and consult the documentation in it.
- 1.3 For any dispute relating to any access to the Data Room, opening of documents contained therein, use of functions, uploads, or other actions performed by an Interested Subject, the logs maintained by KPMG, or on its behalf, relating to such accesses, opening of documents, use of functions, uploads, or other actions shall be considered as sources of evidence from which no appeal shall lie in relation to such accesses, opening of documents, use of functions, uploads, or other action

### 2. Confidentiality

- 2.1 The information made available through the Data Room to the Interested Subjects (including the information provided, following or even in the absence of a specific request by the Interested Subjects) constitute "Confidential Information" for the purposes of the **Confidentiality Agreement** which shall have been signed by each Interested Subject before the access to the Data Room.

### 3. Limitations of liability

- 3.1 The Companies, the Commissioners, as well as their employees and advisors, shall not be responsible in any way (contractually and/or not contractually) to the Interested Subjects for the accuracy, adequacy, reliability or completeness of the Information made available in the Data Room, or for any verbal or written communication (whether or not requested to do so) in relation to it, or for any damages resulting from the suspension or revocation of access to the Data Room.
- 3.2 The Information shall not serve as a representation or warranty of any kind, for any purpose whatsoever, to any Interested Subjects or any third party.
- 3.3 The Information may be, or may become, out of date. The Companies, the Commissioners, as well as their employees and consultants, shall not be obliged in any way to update the Information, unless specifically requested by the Interested Subjects and specifically consented to by the Companies.

### 4. Access to the Data Room

- 4.1 In order to have access to the Data Room, the Interested Subjects must have previously sent a request in the form indicated in the Call published in the main national and international press on April 30<sup>th</sup>, 2020 and on the official website of the Proceedings (<http://www.gruppolutecinas.it/>), and therefore have been authorized by the Commissioners to receive this Regulation.
- 4.2 Each Interested Subject, authorized to access the Data Room, will receive an e-mail (at the recipient previously provided by it) containing the link to the website of the Data Room and will be provided with a personal "User ID" and a "Password" in order to access the Data Room
- 4.3 The DD Manager is the only one who is exclusively responsible for granting the right of accessing the Data Room to potential Interested Subjects. Nobody else is authorized to grant access rights to the Data Room.
- 4.4 The Interested Subjects are authorized to use only the User ID and Password previously given to them. Such User IDs and Passwords cannot be disclosed to third parties and no third party can be allowed by the Interested Subjects to use their individual User IDs and Passwords.
- 4.5 By this Regulation, each Interested Subject agrees that the access to the Data Room may be suspended or cancelled at any time without any notice.
- 4.6 By this Regulation, each Interested Subject agrees that the Data Room may not be accessible through operating systems not supported by the same.

## 5. **Security**

- 5.1 The Access to the Data Room will not be allowed from internet cafes or other places open to the public.
- 5.2 The Interested Subjects shall not leave any computer or other device through which they access the Data Room without supervision while they are connected to it.
- 5.3 The Interested Subjects shall take all reasonable measures to ensure that the Information cannot be seen by third parties.
- 5.4 The Interested Subjects, at the end of each session of access to the Data Room, shall log off from it and close the Internet browser window.

## 6. **Data Room usage**

- 6.1 The Interested Subjects shall not take photo, scan, save, copy, print, or otherwise record any information without authorization and/or permission. Interested Subjects shall not deface, mark, alter, change, amend (including the sequence), damage or in any way destroy any of the Information or avoid any of the security measures of the website and shall not allow or grant others access to the site through their authorization.
- 6.2 The Interested Subjects shall not submit any information or material of any kind into the Data Room or create links from the Data Room to information or

material of any kind in violation of the intellectual property rights of third parties.

- 6.3 If any Interested Subject obtains the access (howsoever such access has been obtained) to the sections of the Data Room or documents to which he believes or is aware that he cannot have the access, such Interested Subject shall immediately leave such section, close such document and destroy all copies from its computer or server and notify the DD Manager by email at: [it-fmDDBlutecAS@kpmg.it](mailto:it-fmDDBlutecAS@kpmg.it). The Interested Subject shall not disclose neither the access to this section nor document or Information obtained in this way to any third party, unless it is required by a judicial or other competent regulatory authority.
- 6.4 No Interested Subject shall introduce any virus, worm, trojan or destructive software code into the Data Room or the servers on which it is loaded.

## 7. **Updating the Data Room**

- 7.1 Additional documents can be added to the Data Room and can be updated at any time. It will be the responsibility of each Interested Subject to regularly check the Data Room for updates.

## 8. **Q&A**

- 8.1 The Interested Subjects may ask questions about the Information in the Data Room and/or request further Information not already made available. Such request shall be made only by sending an email to the DD Manager at [it-fmDDBlutecAS@kpmg.it](mailto:it-fmDDBlutecAS@kpmg.it).
- 8.2 The Commissioners will have full discretion regarding the decision to provide the requested explanations to the requesting Interested Subjects, or to make the requested additional Information available, without any commitment and without any obligation to the requesting Interested Subjects.
- 8.3 The Commissioners, except for situations of simple interpretation or minor importance, may make available such explanations and further Information to all Interested Subjects, by submitting them in the Data Room, in the section relating to the requested BU.

## 9. **Duration and availability of the Data Room**

- 9.1 The Data Room will be open from 30<sup>th</sup> April 2020.
- 9.2 The Data Room may be closed at any time, as well as reopened, by the Commissioners without any obligation or notice. It remains in any case preliminarily established (unless otherwise provided by the Commissioners) that the Data Room shall be (at least temporarily) closed alternatively at the deadline for the collection of the "*Expressions of Interest for the business units belonging to Blutec S.p.A. in A.S. and Ingegneria Italia S.r.l. in A.S.*" or at the date of the submission of the Programme of the Proceedings to the Ministry of Economic Development.

- 9.3 The Data Room is expected to be available 24 hours per day, 7 days per week, even if this cannot be guaranteed. It is expected that the Data Room will not require any period of suspension of service, even if this cannot be guaranteed.
- 9.4 The Companies may close the Data Room at any time without any notice. No guarantee is given to the Interested Subjects that the Data Room will be available at any given time or that any information contained therein will be available at a given format or speed. The Companies may, at their discretion, provide other ways of accessing the Information contained in the Data Room.
- 9.5 Certain sensitive, confidential or commercially important documents may be excluded from the Data Room at the complete discretion of the Commissioners.

**10. Companies Rights**

- 10.1 The Companies reserve the right to exclude from the Data Room any Interested Subject in case of prolonged inactivity or violation of any disposition of these Regulations and their annexes. For this purpose, the Interested Subjects shall be responsible for the compliance with this Regulation and its annexes also on behalf of their directors, employees and advisors.
- 10.2 The Companies reserve the right to amend, integrate or replace this Regulation at any time. Any new version of this Regulation will be made available to all Interested Subjects in the Data Room.

**11. Assistance**

- 11.1 The Interested Subjects who have technical problems in accessing or using the Data Room may contact the DD Manager directly by sending an email to the address [it-fmDDBlutecAS@kpmg.it](mailto:it-fmDDBlutecAS@kpmg.it).

**12. Governing Law and Jurisdiction**

- 12.1 This Regulation shall be regulated by and interpreted in accordance with the Italian law. Any dispute relating to this Regulation shall be submitted to the exclusive jurisdiction of the Court of Turin.

**13. Acceptance**

- 13.1 By signing the Data Room Regulation, the Interested Subjects, their directors, employees and consultants acknowledge that they have read, understood and accepted this Regulation.

Subscribed by:

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Name:

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On behalf of:

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Data:

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Pursuant to Article 1341 of the Italian Civil Code, the Interested Subject acknowledges and expressly declares to approve specifically the following articles: Article 2 (Confidentiality); Article 3 (Limitations of Liability); Article 10 (Companies Rights); Article 12 (Governing Law and Jurisdiction).

Subscribed by:

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Name:

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On behalf of:

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Data:

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