

INVITATION TO MAKE PURCHASE OFFERS

The undersigned Extraordinary Commissioners of Alitalia - Società Aerea Italiana S.p.A. in extraordinary administration (hereinafter "Alitalia")

WHEREAS:

- Alitalia holds a stock representing 15% of the share capital of Atitech S.p.A. (the "*Atitech Shareholding*"), having its registered office at Capodichino Airport, 80144 - Naples, share capital Euro 6,500,000.00 entirely paid, tax code, VAT number and registration number with the Enterprise Registry of Naples 05981720633, REA 467629, while the remaining 85% of the share capital is held by Meridie S.p.A;
- Atitech S.p.A. carries out aircraft maintenance activities (heavy maintenance, line maintenance and base maintenance);
- the Atitech Shareholding is among the assets and relationships of the Extraordinary Administration procedure (the "*Procedure*") qualified as not strictly functional to the exercise of the business activity whose liquidation has been envisaged pursuant to the program of the Extraordinary Administration, as most recently amended by the authorization of the Ministry of Economic Development (now known as "Ministry of Enterprises and Made in Italy") on 14 October 2021;
- on 6 February 2023, Alitalia received a binding offer for the purchase of the Atitech Shareholding **at a price of Euro 975,000.00 (nine hundred and seventy-five thousand/00)**, with the sole guarantee for misappropriation (hereinafter the "*Binding Offer*");
- in accordance with the provisions of the authorized program, it is in the interest of the Procedure to pursue the sale of the Atitech Shareholding at the best market conditions, so that it is appropriate to verify the possible existence of better offers compared to the Binding Offer received;

- Meridie S.p.A., as the majority shareholder of Atitech S.p.A., will have the right to match the purchase price offered by any better offers compared to the Binding Offer being the holder of a right of first refusal provided for under the Bylaws of Atitech S.p.A.

INVITE

any interested party to submit binding offers improving the Binding Offer for the purchase of the Atitech Shareholding no later than 3 May 2023 to the pec address amministrazionestraordinaria.pec@gruppo.alitalia.it.

The binding offers improving the Binding Offer must be unconditional and irrevocable until 31 July 2023.

Any interested party may request information at amministrazionestraordinaria.pec@gruppo.alitalia.it.

The documentation of Atitech S.p.A. in the availability of the Procedure will be made accessible in a dedicated server.

The binding offers improving the Binding Offer must contain a statement of the bidder confirming the compliance of the offer with anti-corruption, anti-terrorism, economic sanctions or anti-money laundering legislation applicable to the transaction.

It is specified that the sale of the Atitech Shareholding will be assisted only by the guarantee for misappropriation, having the purchasing party to hold the Procedure, Alitalia, the Extraordinary Commissioners, the organs of the procedure and their employees and consultants, fully indemnified and harmless with respect to any liability.

The purchase and sale of the Atitech Shareholding will take place pursuant to a contract to be signed in front of a notary public, the form of which, to the satisfaction of the Procedure, will be made available to the interested parties on the server. A copy of the draft contract shall be initialed on each page by the bidder as a sign of full acceptance of relevant terms and conditions and attached to the binding offer improving the Binding Offer.

The completion of the sale and purchase is subject to the specific authorization of the Ministry of Enterprises and Made in Italy and the fairness of the price offered.

In the event of the submission of more than one binding offer improving the Binding Offer, subject to the authorization of the Ministry of Enterprises and Made in Italy, an upward bidding procedure may be called among the bidders, without prejudice to the right of first refusal due to Meridie S.p.A. with respect to the best price offered.

The publication of this invitation and the receipt of offers do not entail any obligation or commitment on the part of the Extraordinary Administration to implement this invitation with respect to the applicants and/or bidders nor, for the latter, any right to make any claim against the Extraordinary Administration.

The Extraordinary Administration reserves the right, at any time, not to give further course to this invitation and/or to collect binding offers improving the Binding Offer and/or to the procedure for the sale of the Atitech Shareholding or to suspend, interrupt and/or modify the terms and conditions of this invitation and the procedure for the sale of the Atitech Shareholding, or extend the deadlines for submitting requests for access to the server and offers without the applicants being able to make any claim against the Extraordinary Administration by way of compensation or indemnity or for any other reason, including with regard to the costs incurred.

Fiumicino, 7 April 2023

Alitalia - Società Aerea Italiana S.p.A. in extraordinary administration

The Extraordinary Commissioners