

Declaration of meeting the requirements for the participation to the Sale Procedure

(for Interested Parties other than Newco)

The undersigned [●], born in [●], resident in [●], Fiscal Code no. [●], [in his capacity as [●] of [insert name of the company], with registered office in [●], Fiscal Code no. [●], VAT no. [●],] having considered the Call for Expressions of Interest published by the Extraordinary Commissioners on ____

declares

- a) to be: (i) to be an airline company carrying on the business of regular air transportation to and from Egypt, or, airline industry related company that carry out his business in Egypt; (ii) able to offer a substantial amount of airline related business to EAS; (iii) financially capable of fulfilling the obligations arising from the possession of the Shareholding.
- b) that the net worth is not less than € 1 (one) million, deducted of any amounts of unpaid share capital, resulting from the last financial statements [or, alternatively, in the case of companies that are supposed to draft the consolidated financial statements, that the net worth is not less than € 1 (one) million, deducted of any amounts of unpaid share capital, resulting from the consolidated financial statements approved by the date of submission of the Expression of Interest by the competent social bodies]; [or, alternatively, that the net worth is not less than € 1 (one) million, deducted of any amounts of unpaid share capital, resulting from the last financial statements approved by a Chamber of Commerce certification extracted from the Companies Registry Book].
- c) that the Company:
 - (i) has not been in a process of liquidation (or winding up) during the two years preceding the date of the publication of the Call, nor should currently was involved in a process of liquidation and/or in one of the situations ex artt. 2446 and 2447 of the Italian Civil Code and/or in similar situations as set forth by home countries laws;
 - (ii) has not been in a state of insolvency during the two years preceding the publication of the Call, nor should they currently be in a state of insolvency, or in a state of financial crisis, or in a state of compulsory management.
 - (iii) has not been subjected to the penalty of interdiction ex art. 9, paragraph 2, letter c) of Law Decree of June 8th, 2011 No. 231 [or, as to foreign companies, has not been subjected to the penalty of interdiction ex art. 9, paragraph 2, letter c) of Law Decree of June 8th, 2011 No. 231 or to any similar sanctions, which would cause the penalty of prohibition from contracting with the public administration, as set forth by their own laws,.
- d) the members of the administrative, supervisory and executive bodies:
 - (i) have not been subjected to precautionary measures ex art. 3 of Law dated 27th December 1956, No. 1423, or to prohibitive conditions envisaged by the art 10 of Law dated 31 May 1965, No. 575, with subsequent amendments, except in the event of rehabilitation [for foreign companies: have been subjected to precautionary measures ex art. 3 of Law dated 27th December 1956, No. 1423, or to prohibitive conditions envisaged by the art 10 of

Law dated 31 May 1965, No. 575, with subsequent amendments or to similar measures or conditions pursuant to the laws stated above and pursuant to their own laws, except in the event of rehabilitation];

(ii) have not been convicted with a definitive decision for a crime against the State or the Community that involves professional conduct, except in the event of rehabilitation [for foreign companies, have been convicted with a definitive decision for a crime against the State or the Community that involves professional conduct or with analogue decisions and for similar crimes, pursuant to the their own laws, except in the event of rehabilitation];

(iii) have not been affected by a judgment imposing the penalty requested by the parties, pursuant to the art. 444 of the Code of Criminal Procedure, for crimes against the State or the Community that involve professional conduct [for foreign companies, have not been affected by a judgment imposing the penalty requested by the parties, pursuant to the art. 444 of the Code of Criminal Procedure, for crimes against the State or the Community that involve professional conduct or with analogue decision for similar crimes pursuant to their own laws];

(iv) have not been convicted with definitive decision for organized crime, corruption, fraud, money laundering, as set forth by the art. 45, paragraph 1, European Directive CE/2004/18, except the case of rehabilitation];

(v) have not been convicted with a definitive decision to imprisonment for at least two years for having committed an intentional crime, except the case of rehabilitation [for foreign companies, have not been convicted with a definitive decision to imprisonment for at least two years for having committed an intentional crime or for analogue crimes pursuant to their own laws, except the case of rehabilitation];

- e) that Company has not a controlling interest or a linkage with another company attending the Sale Procedure - individually or as a shareholder of the Newco - or are in one of the situations specified by the art. 2359 of the Italian Civil Code;
- f) the Expression of Interest is not due to the same center of interest pursuant art. 2497 Italian Civil Code, which underlie the expression of interest may be submitted by anyone other than by the other shareholders of the new company ;
- g) the truthfulness of the documents, the statements and the information set out under paragraph 5.1, letters a, b, f, g, h.