

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

(for Newco)

(Each member of Newco will have to submit the present declaration)

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 the Sale Procedure of the shareholding held by Alitalia - Linee Aeree Italiane S.p.A., under Extraordinary Administration in Egyptian Aviation Services Company (“EAS”) published on [●] and pursuant to the commitment acquired to establish, within the term set out under paragraph 3.2. of the Call, a Newco.

**declares**

- a) That the net worth is equal to € 1 (one) Euro, deducted any amounts of unpaid share capital, alternatively resulting from the last financial statements approved by the date of submission of the Expression of Interest and that the company will subtract part of Newco’s capital amounting to [●]% [or, alternatively, in the case of company that are supposed to draft the consolidated financial statements: that the net worth is equal to € 1 (one) Euro deducted any amounts of unpaid share capital, alternatively resulting from the last consolidated financial statements by the date of submission of the Expression of Interest and that the company will subtract part of Newco’s capital amounting to [●]%; [or, alternatively, in the absence of such circumstance in the last financial statements approved: that the net worth, as resulting from the Chamber of Commerce certification extracted from the relevant companies’ Registry Book, is equal to € 1 (one) Euro and that the company will subtract part of Newco’s capital amounting to [●]%;
- b) that the above mentioned 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 present Call, and is not currently 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 present call, and is not currently 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 8<sup>th</sup>, 2011 No. 231 and [or as to foreign companies: have not been subjected to the penalty of interdiction, as set forth by art. 9, paragraph 2, letter c) of Law Decree of 8<sup>th</sup> June 2001, n.231, nor to any similar sanctions which would cause the penalty of prohibition from contracting with the public administration pursuant to the home countries law];

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

g) at the date of submission of the binding offer, the Newco (i) will carry out the business of regular air transportation to and from Egypt, or will be an airline industry carrying out its own business in Egypt; (ii) will be able to offer a substantial economic benefit to EAS, by carrying out its business; (iii) will be financially capable of fulfilling the obligations arising from the possession of the shareholding in EAS.

[Place, date]