

**English Courtesy Translation**

*Should any conflict arise between the Italian version of the virtual data room rules and this translation, the Italian version shall prevail.*

**PROCEDURE FOR THE SALE OF THE BUSINESS UNIT CARRIED OUT BY  
TESSITURA MONTI S.P.A. IN JUDICIAL WINDING UP PROCEEDINGS**

**VIRTUAL DATA ROOM RULES**

These Rules (the “**Rules**”) govern the terms and conditions of access by [●] (“[●]”) and its directors, employees, consultants and advisors to the documents, data and information made available in the virtual data room (the “**Virtual Data Room**”) organized by Tessitura Monti S.p.A. in judicial winding up proceedings (“**Tessitura Monti**”) with reference to the sale procedure of the Business Unit (as defined in the “*Tender rules the sale procedure regarding the businesses unit carried out by Tessitura Monti S.p.A. in judicial winding up proceedings (R.G. no. 18/2023 – Court of Venice*”, signed by us on [●]) (the “**Sale Procedure**”).

Mr. Andrea Bisetto, CFO of Tessitura Monti, will be in charge of the Virtual Data Room and the sole contact person of Tessitura Monti for due diligence aspects. Without prejudice to the provisions of § E. below (“*Questions*”) which exclusively sets out the terms and conditions for the submission of applications, any question and/or communication relating to due diligence should be addressed exclusively to the Receiver and to Mr. Andrea Bisetto by certified e-mail to the following address: [lg18.2023venezia@pecliquidazionigiudiziali.it](mailto:lg18.2023venezia@pecliquidazionigiudiziali.it).

#### **A. The Virtual Data Room**

The Virtual Data Room is:

- (i) fully available in electronic form in the “Box” portal at [www.box.com](http://www.box.com) [<https://account.box.com/login>];
- (ii) structured in distinct areas that allow the analytical examination of the documentation;
- (iii) can be consulted only in “read” mode and it will not be possible to download the documents or to print them;
- (iv) can be accessed remotely via the web, with a simple broadband internet connection.

Access to the Virtual Data Room and all documents, data and information uploaded to the Virtual Data Room:

- (i) does not constitute an offer to sell, nor an offer to the public pursuant to Article 1336 of the Italian Civil Code, nor a solicitation of public savings pursuant to Article 94 et seq. of Legislative Decree No. 58 of 24 February 1998 and cannot in any way give rise to any contractual obligation or undertaking to sell or pre-contractual liability of Tessitura Monti and/or of its Receiver;

- (ii) does not imply any statement, nor taking on any guarantee, either explicit or implicit, by Tessitura Monti, its Receiver, their employees, consultants and/or advisors regarding the accuracy, reliability and/or completeness of the information and data made available;
- (iii) is allowed for the sole and exclusive purpose of analysing and studying the documents, data and information made available in order to assess the purchase of the Business Unit, subject of the Sale Procedure.

#### **B. Conditions for admission to the Virtual Data Room**

In order to obtain access to the Virtual Data Room, [●] must specify: (i) the name, surname, company/study, telephone number and e-mail address of the persons in relation to whom access to the Virtual Data Room (the “**Work Team**”) is requested and (ii) the name of the person heading the Work Team (the “**Team Leader**”).

The request for access must be submitted using the form attached to these Rules *under Annex A* (the “**Access Request**”).

Access to the Virtual Data Room will be granted to a maximum of no. 5 users.

Access to the Virtual Data Room will be granted only to authorised persons (the “**Authorised Users**” or individually “**Authorized User**”) and only in accordance with the terms and conditions of these Rules.

Tessitura Monti reserve the right to deny, withdraw or suspend, at their absolute discretion and at any time, access to the Virtual Data Room to any Authorised User.

It is agreed that any breach of these Rules will lead to the termination of the access to it.

#### **C. Access to the Virtual Data Room**

Access to the Virtual Data Room is subject to the requirements of § B above.

Authorised Users can access the Virtual Data Room once Tessitura Monti have verified compliance with the above admission conditions.

From that time onwards, each Authorised User may proceed, subject to the creation of a “**Box**” profile and two-factor authentication (user password + SMS code), to consult the documents, data and information made available in the Virtual Data Room.

Unless extended by Tessitura Monti, the Virtual Data Room will be accessible 24 (twenty-four) hours a day, 7 (seven) days a week, except in case of force majeure or portal maintenance, from the day following the signing for acceptance of these Rules and the fulfilment of all the access conditions indicated above to 19 June 2023.

The documents will be made available in Italian or in the language in which they were originally drafted in case of documents drafted in languages other than Italian. No translation will be made available.

#### **D. Documentation**

The documents, data and information uploaded to the Virtual Data Room are in pdf, Excel, Word, Power Point format, with the possibility for Tessitura Monti to upload documents, data and information in other formats.

Should any doubt arise, we suggest that Authorised Users contact their computer technicians.

The documents, data and information uploaded to the Virtual Data Room must be independently verified by [●]. Tessitura Monti, their Receiver, their employees, consultants and advisors:

- (i) do not assume any liability, not even of a pre-contractual nature, nor provide any guarantee for the accuracy, reliability and/or completeness of the above documents, data and information;
- (ii) do not guarantee that such documents, data or information are sufficient to assess whether or not it is advisable to proceed in the Sale Procedure;
- (iii) do not undertake to update such documents, data and information and/or to correct any inaccuracies and/or incompleteness thereof.

During the opening period of the Virtual Data Room further data documents or information may be uploaded and the documents/data/information already existing in the Virtual Data Room may be updated. In such cases, Tessitura Monti will publish a specific notice in the “Updates” section of the Virtual Data Room.

#### **E. Questions**

Questions regarding the documents, data and information uploaded in the Virtual Data Room shall be submitted exclusively by the Team Leader of each Work Team (as indicated

in the Access Request above) via PEC to the address [lg18.2023venezia@pecliquidazionigiudiziali.it](mailto:lg18.2023venezia@pecliquidazionigiudiziali.it).

Such applications may be general or make express reference to a specific document to be indicated in the question and must be classified according to priority: high priority, medium priority or low priority.

Tessitura Monti may, at their sole discretion, answer or not answer the questions received.

Requests for information, clarifications and/or documentation that are vague, merely exploratory and/or likely to cause an unjustified slowdown in the Sale Procedure will not be taken into consideration.

Questions must be submitted in Italian or English, together with an Italian translation.

Answers (written in Italian) may be made accessible to all by means of a document published in the “Answers” section of the Virtual Data Room.

#### **F. Technical Support**

Authorised Users encountering technical difficulties in accessing and/or navigating the Virtual Data Room may contact the Provider using the “Technical Support” section on the Portal.

#### **G. Confidentiality obligations**

The documents, data and information uploaded in the Virtual Data Room are Confidential Information pursuant to and for the purposes of the confidentiality undertaking submitted in [●]. Such Confidential Information may be consulted only in the Virtual Data Room and the related files/documents may not be copied, printed, photographed, saved, removed or modified in any way, unless otherwise specified.

Without prejudice to the confidentiality obligations taken on under the Confidentiality Undertaking (which are to be understood herein as fully rewritten) [●] and each Authorised User undertakes to:

- (i) not share the content of documents, data and information in the Virtual Data Room with others;
- (ii) take the utmost care to ensure that none of the documents, data and/or information

contained in the Virtual Data Room are visible/accessible to third parties;

- (iii) not to share username and password with others;
- (iv) not to disable or attempt to disable the Virtual Data Room security protections;
- (v) not to leave computers or other tools through which the Authorised User is connected to the Virtual Data Room unattended; and
- (vi) complete the log-out from the Virtual Data Room each time the Authorised User has finished using the Virtual Data Room.

#### **H. Other undertakings**

[●] and each Authorised User accepts and acknowledges that these Rules shall apply to each and every access to the Virtual Data Room and each Authorised User undertakes to comply with these Rules in their entirety.

Tessitura Monti will be able to monitor the activity carried out in the Virtual Data Room by each Authorised User and keep the relevant logs.

Access to the Virtual Data Room by an individual Authorised User will imply full acceptance by [●], its representatives and the individual Authorised User of all the terms and conditions under these Rules.

[●] will ensure that each Authorised User and/or a representative comply/complies with the above terms and conditions.

Any obligation taken on by [●] in accordance with these Rules extends - in accordance with Article 1381 of the Italian Civil Code - to each of the Authorised Users.

#### **I. Breach of the Rules**

Any breach of these Rules will result in the immediate exclusion of the Authorised User who committed the breach. Tessitura Monti will, in any case, have the right to prevent that [●] further access to the Virtual Data Room and each of its Authorised Users and, at their absolute discretion, to suspend due diligence, without prejudice to any further right, claim and/or action that Tessitura Monti may bring against [●] and/or the Authorised User who has breached the Rules.

[●] hereby acknowledges that any breach of these Rules causes or may cause serious damage

to Tessitura Monti.

\*...\*...\*

For acceptance:

*[Place [●], date [●]]*

*[Company name [●]]*

Date [●]

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**Annex A**

**Access Request**

The undersigned [*name, surname, place and date of birth*], in their quality of legal representative of [•], with registered office in [•], VAT no. [•]

requests to access the Virtual Data Room

organised by Tessitura Monti with reference to the Sale Procedure.

The persons in relation to whom access to the Virtual Data Room is requested are the following:

<b>Role</b>	<b>Surname</b>	<b>Name</b>	<b>Company</b>	<b>Phone</b>	<b>Email address</b>
<b>Leader</b>					
Member					
Member					
Member					
Member					
Member					
Member					
Member					

Please find attached the Virtual Data Room Rules duly signed for full acceptance.

*Place [•], date [•]*

*Company name [•]*

*Date [•]*