

ANNEX 4

TO THE CALL FOR EXPRESSIONS OF INTEREST FOR THE SALE PROCEDURE OF 100% OF THE SHARE CAPITAL OF THE COMPANY TO BE FORMED CENTOSTAZIONI RETAIL S.P.A. AND SIMULTANEOUS GRANT TO THAT COMPANY OF THE EXCLUSIVE RIGHTS TO ECONOMIC EXPLOITATION OF COMMERCIAL AND ADVERTISING SPACES IN THE TRAIN STATIONS OF MILANO PORTA GARIBALDI, ROMA OSTIENSE, PADOVA, TORINO PORTA SUSA AND NAPOLI AFRAGOLA

FORM FOR DECLARATION OF REQUISITES

(English language form for use by EU-based companies without registered offices in Italy)

Annex 4**Form for declaration of requisites**

To the attention of
Ferrovie dello Stato Italiane S.p.A.
c/o PriceWaterhouseCoopers Advisory S.p.A.
Largo Fochetti, 28
00154 Rome

SELF-CERTIFICATION ¹

In compliance with Presidential Decree 445 dated 28 December 2000

SUBJECT: Self-certification in compliance with section V) of the Call for expressions of interest in the sale of 100% of the share capital of the company to be formed Centostazioni Retail SpA and grant to that company of the contract attributing the exclusive right to the economic exploitation of the commercial and advertising spaces in the railway stations of Milano Porta Garibaldi, Roma Ostiense, Padova, Torino Porta Susa and Napoli Afragola

_____, based in _____, share capital Euro _____, (in
 letters: _____), enrolled in the Chambers of Commerce
 Trade Register (or equivalent) in _____, at
 no. _____, Tax Code _____, (or equivalent) and
 VAT no. _____, (or equivalent), represented by
 _____, as _____, and legal
 representative/attorney (*delete as appropriate*), the “**Company**”,

WHEREAS

- on 16 March 2018, a Call for expressions of interest (the “**Call**”) was published for the sale of 100% of the share capital of new company Centostazioni Retail SpA and the retail contract (the “**Procedure**”);
- the Company presented an expression of interest in the Procedure;

Given the above, in compliance with section V.1) of the Call,

DECLARES, IN COMPLIANCE WITH PRESIDENTIAL DECREE 445 DATED 28 DECEMBER 2000²

¹ In the case of participation by a partnership, consortium or temporary corporate grouping, each member must submit their own self-certification form signed by their legal representative (or special attorney with specific powers), including a photocopy of valid proof of the signatory's identity issued by Italian or the competent international authorities.

² In compliance with section V.2) of the Call, in the case in which the interested party is made up of several parties in an associated form, the general requirements must be possessed, under penalty of exclusion from the Procedure, by each party.

1) that they

☐ have not

OR

☐ have

been sentenced by final judgement, received criminal conviction without the possibility of appeal or judgement applying a plea bargain under article 444 of the Italian Code of Criminal Procedure, including with reference to a subcontractor in the cases set out in article 105, section 6, for one of the following offences:

offences, either attempted or committed, listed under articles 416 and 416-bis of the Italian Criminal Code, or committed under the conditions set out in said article 416-bis, or for the purpose of facilitating the activities of the associations described in the article, or the attempted or committed offences set out in article 74 of Presidential Decree 309 dated 9 October 1990, article 291-quater of Presidential Decree 43 dated 23 January 1973, or article 260 of Legislative Decree 152 dated 3 April 2006, as indicating participation in a criminal organisation as defined by article 2 of Council Framework Decision 2008/841/GAI;

offences, either attempted or committed, listed under articles 317, 318, 319, 319-ter, 319-quater, 320, 321, 322, 322-bis, 346-bis, 353, 353-bis, 354, 355 and 356 of the Italian Criminal Code, as well as article 2635 of the Italian Civil Code;

b-bis) false or misleading corporate communications as defined by articles 2621 and 2622 of the Italian Civil Code;

c) fraud as defined by article 1 of the convention on protecting the EU's financial interests;

d) offences, attempted or committed, for the purposes of terrorism, even international, or subversion of the constitutional order, terrorist offences or offences associated with terrorist activities;

e) offences under articles 648-bis, 648-ter and 648-ter.1 of the Italian Criminal Code, laundering the proceeds of criminal activities or financing terrorism, as defined by article 1 of Legislative Decree 109 dated 22 June 2007 and subsequent modifications thereto;

f) exploitation of child labour or other forms of exploitation of human beings as defined by Legislative Decree 24 dated 04 March 2014;

g) any other offence resulting in the accessory prohibition to deal with the public authorities.

1 bis) that the following persons [*indicate the persons listed in note 3 below as relevant*]

a) Name: _____; Surname: _____; Position: _____;

b) Name: _____; Surname: _____; Position: _____;

c) Name: _____; Surname: _____; Position: _____;

d) Name: _____; Surname: _____; Position: _____;

☐ have not

OR

☐ have

been convicted for the offences set out in section **1)**.

If the list in section **1 bis)** includes persons who have left their position during the year before the Procedure was published, who have been convicted for the offences in section 1), that the Company

☐ has

OR

☐ has not

taken measures to completely and effectively dissociate itself from them;

2) that there

☐ are

OR

☐ are not

any existing reasons for forfeiture, suspension or prohibition as set out in article 67 of Legislative Decree 159 dated 6 September 2011, or attempted mafia infiltration under article 84, section 4, of the same decree. The above is without prejudice to the terms of articles 88, section 4-bis, and 92, sections 2 and 3 of Legislative Decree 159 dated 6 September 2011, with reference to antimafia notifications and information respectively.

2 bis) that the following persons [*indicate the persons listed in note 3 below as relevant*]

a) Name: _____; Surname: _____; Position: _____;

b) Name: _____; Surname: _____; Position: _____;

c) Name: _____; Surname: _____; Position: _____;

d) Name: _____; Surname: _____; Position: _____;

☐ are

OR

☐ are not

any existing reasons for forfeiture, suspension or prohibition as set out in article 67 of Legislative Decree 159 dated 6 September 2011, or attempted mafia infiltration under article 84, section 4, of the same decree. The above is without prejudice to the terms of articles 88, section 4-bis, and 92, sections 2 and 3 of Legislative Decree 159 dated 6 September 2011, with reference to antimafia notifications and information respectively.

If the list in section **2 bis)** includes persons who have left their position during the year before the Procedure was published, who have been convicted for the offences in section **2)**, that the Company

☐ has

OR

☐ has not

taken measures to completely and effectively dissociate itself from them³;

³ The exclusion indicated in sections 1) and 2) above will be imposed if the persons sentenced or prohibited are: the owner or technical director, in the case of a sole trader; a partner or technical director, in the case of jointly held companies; the silent partners or technical director, in the case of silent partnerships; the members of the board of directors with powers to represent, direct or oversee, persons appointed to represent, direct or oversee, including agents and general proxies, members of company bodies with powers, the technical director or sole shareholder as a natural

3)

☐ have not committed

OR

☐ have committed

serious and proven violations of tax or social security law, either in Italy or the state in which they are established ⁴;

If the offences described in point 3) are stated to have been committed,

☐ has met

OR

☐ has not met

its obligations by paying or accepting a binding agreement to pay the taxes or social security contributions due, including any interest or fines, as long as the payment or agreement has been formalised before the expiry of the term for presenting expressions of interest.

4)

☐ has committed

OR

☐ has not committed

person, or the majority shareholder, in the case of companies with fewer than four shareholders, in the case of other types of company or consortium. In any case, the exclusion and prohibition also apply to persons who have left their position up to twelve months prior to the publication of the call, unless the company can show complete and actual dissociation of the behaviour sanctioned; the exclusion and prohibition will not apply if the offence is depenalised, rehabilitated or extinguished following sentencing, or if the sentence itself is revoked.

The indications in section V.2) Exclusions - operations and limits of the Call, in the part specifying that an economic operator in one of the situations described in section 1), only with reference to the hypothesis in which the final judgement has imposed a custodial sentence of no more than 18 months, or has granted the mitigating factor of collaboration as defined for each individual type of offence, or at sections 4) to 15), is granted permission to prove having reimbursed or agreed to reimburse any damage caused by the offence or violation and to have taken actual, technical, organisation or staff measures necessary to prevent any further offences or violations. In relation to this possibility, FS and RFI reserve the broadest evaluative power with regard to the suitability and sufficiency of the measures adopted; if the verification is successful, the economic operator is not excluded from the Procedure; vice versa, the economic operator will be informed of the motivation for exclusion. Any economic operator definitively excluded from participation in procurement or tender procedures may not avail itself of the possibility to provide proof as set out in this section during the exclusion period deriving from the sentence.

⁴ A violation is proven when it is stated in a sentence or administrative act that can no longer be challenged. Serious violations in contributory and social security matters are those preventing the issue of the single document of contribution regularity (DURC), as per Ministry of Employment and Social Policies Decree dated 30 January 2015, published in the Official Gazette no. 125 of 1 June 2015, or the certifications issued by social security institutions that are not part of single contribution office system (section 3) above does not apply if the economic operator has fulfilled its obligations by paying or undertaking to pay taxes or social security contributions due, including any interest or fines, because the payment or commitment has been formalized before the deadline for submitting applications).

serious, ascertained violations of national or European health and safety at work, environmental, social or employment regulations or the terms of the national contracts or international provisions listed in annex X to Legislative Decree 50 dated 12 April 2016;

5)

☐ is

OR

☐ is not

in a state of bankruptcy, forced liquidation, arrangement with creditors, except in the case of a business continuity agreement, or in relation to which a procedure is in progress for the declaration of one of these situations, without prejudice to the application of Article 110 of Legislative Decree 50 dated 18 April 2016;

6)

☐ has

OR

☐ has not

committed serious professional offences such as to make their integrity or reliability questionable ⁵;

7)

☐ that participation will not create

OR

☐ that participation will create

a situation of conflict of interest not otherwise resolvable⁶;

8)

☐ has not

OR

☐ has

taken part in preparing the Procedure, causing a distortion of competition that cannot be otherwise resolved;

9)

⁵ Serious professional misconduct includes significant failures to perform a previous contract or agreement, resulting in its early termination, not challenged in court, or confirmed at the outcome of a judgment, or which resulted in a conviction for damages or other penalties; the attempt to unduly influence the decision-making process of the contracting authority or obtain confidential information for the purpose of the company's own benefit; providing, even by negligence, false or misleading information likely to influence the exclusion, selection or awarding of a contract, or omitting the information required for the selection procedure to be correctly performed.

⁶ A conflict of interest occurs when the personnel of the company organising the tender, or of a service provider involved or with any form of influence over the tender, including on behalf of the organiser, have a direct or indirect financial or personal interest in the result that could be perceived as affecting the impartiality and independence of the tender procedure. A series of conflicts entailing obligatory abstention are set out in article 7 of Presidential Decree 62, dated 16 April 2013.

☐ is not

OR

☐ is

subject to the prohibition set out in article 9, section 2, letter c) of Legislative Decree 231 dated 08 June 2001, or other sanction prohibiting dealings with the public authorities, including those set out in article 14 of Legislative Decree 81 dated 09 April 2008;

10)

that the documents and declarations submitted as part of the Procedure are true;

11)

☐ is not

OR

☐ is

recorded in the computerised registry held by the ANAC Observatory for having submitted false declarations or documents to obtain the issue of a certification, for the duration of the record;

12)

☐ has not

OR

☐ has

breached the prohibition to grant fiduciary status as per article 17 of Law 55 dated 19 March 1990⁷;

13)

☐ does not comply

OR

☐ complies

with employment regulations for disabled people and is in possession of the certification required by article 17 of Law 68 dated 12 March 1999;

14)

☐ has not

OR

☐ has

reported, as victim of the offences set out and sanctioned by articles 317 and 629 of the Italian Criminal Code, compounded under the terms of article 7 of Law Decree 152 dated 13 May 1991, converted and

⁷ This exclusion lasts for one year following the final judgement on the breach, and must apply in any case unless the breach has been removed.

modified by Law 203 dated 12 July 1991, the facts to the judicial authorities, except in the cases set out in article 4, section 1, of Law 689 dated 24 November 1981⁸;

15)

☐ is aware

OR

☐ is not aware

of being in a situation of control in relation to another participant in the Procedure, as defined by article 2359 of the Italian Civil Code, or in any form of relationship, even de facto, if the situation of control or the relationship entail that the offers are made by a single decision-making centre.

If one of the cases of inadmissibility to the Procedure occurs as listed in section 1) (only with reference to the hypothesis in which the final judgement has imposed a custodial sentence of no more than 18 months, or has granted the mitigating factor of collaboration as defined for each individual type of offence), or at sections 4) to 15),

☐ has reimbursed or agreed to reimburse any damage caused by the offence or violation and to have taken actual, technical, organisation or staff measures necessary to prevent any further offences or violations.

In compliance with section V.3) of the Call

ALSO DECLARES

IN COMPLIANCE WITH PRESIDENTIAL DECREE 445 DATED 28 DECEMBER 2000

- a) in the last three financial years (2015, 2016 and 2017), to have made an average gross annual turnover of Euro 70 million (or equivalent in foreign currency), at least Euro 50 million (or equivalent in foreign currency) of which in the specific area of managing and/or developing commercial and advertising spaces (such as managing or developing retail chains, shopping centres, fashion outlets, retail parks, destination stores, duty-free and duty-paid areas in airports, and in general any form of property development for commercial use). *(N.B. For a group of companies, the requirement in letter a) may refer to consolidated group turnover; in the case of an investment fund, the requirement in letter a) may refer to aggregated pro quota turnover for the companies participating in the fund. For participants formed less than 12 months ago, the requirement in letter a) may refer to the controlling member(s) as defined by article 93 of Legislative Decree 58 dated 24 February 1998 on participants. For a consortium or temporary business group, the requirement in letter a) may be met in aggregated terms for all participants in the group);*
- b) has closed its last financial year (2017) with a net equity of at least Euro 75 million (or equivalent in foreign currency). *(N.B. For a group of companies or consortium, the requirement in letter b) may refer to the consolidated net equity of the group or consortium; for investment funds, the requirement in letter b) may refer to the net equity or equity available for investment).*

(N.B. If the expression of interest in the purchase is by a partnership, consortium or temporary business group, it will be considered only if the financial requirements indicated in letters a) and b) above are met by all members combined)

⁸ The circumstance referred to above must be demonstrated by the evidence on which the request for indictment was made against the defendant in the year prior to the publication of the call, and must be communicated, together with the details of the person who failed to make the report, by the acting public prosecutor to ANAC, which is responsible for publishing the communication on the site of the Observatory.

Failure to meet any of the requirements above when presenting the expression of interest will result in exclusion from the Procedure.

Signed.

_____, (date) _____

Date / Place

Company name

*(Signature of the legal representative or
Special Attorney with the necessary powers)*

**N.B.: THIS DECLARATION MUST BE SIGNED AND PRESENTED TOGETHER WITH A
NON-CERTIFIED PHOTOCOPY OF THE SIGNATORY'S IDENTITY DOCUMENT, IN
COMPLIANCE WITH PRESIDENTIAL DECREE 445/2000.**