

Annex 4

Declaration certifying the satisfaction of the participation requirements

(for Newco)

(The present declaration must be issued by each shareholder of Newco)

The undersigned [●], born in [●], domiciled in [●], Postcode no. [●], Fiscal Code no. [●], in his quality of [●] of the company [●], with registered office in [●], Fiscal Code no. [●], VAT no. [●], having considered the Call for Expressions of Interest in the Sale Procedure of the shareholding held by Alitalia – Linee Aeree Italiane S.p.A., under Extraordinary Administration, in Alicos S.p.A., published in [●] on [●], and by virtue of the undertaking to establish the Newco by the deadline indicated in paragraph 3.2 of the Call for Expressions of Interest pursuant to the Expression of Interest, hereby

DECLARES

- a) that the net equity of the company [●] is equal to Euro [●], following deduction of unpaid capital (if any), as set out in the most recent annual financial statement approved by the date of this Expression of Interest and that the company [●] will own a shareholding in Newco equal to [●]% of the corporate capital [*or, as an alternative, in the case of companies required to prepare a consolidated financial statement*: that the net equity of the company [●] is equal to Euro [●], following deduction of unpaid capital (if any), as set out in the most recent consolidated financial statement approved by the date of this Expression of Interest and that the company [●] will own a shareholding in Newco equal to [●]% of the corporate capital]; [*or, as an alternative, where such evidence is not provided in the most recent approved financial statement*: that the net equity of the company [●], on the basis of an appropriate certificate extract (*certificato camerale*) from the competent companies' register, is at least Euro [●] and that the company [●] will own a shareholding in Newco equal to [●]% of the corporate capital;
- b) that the above mentioned company:
- (i) has not been, over the course of the two years preceding the date of publication of the Call for Expressions of Interest, and is not currently in a state of winding-up and/or in one of the situations referred to under articles 2446 and 2447 of the Italian Civil Code and/or in analogous situations under the laws of the relevant country of origin;
- (ii) has not been admitted, over the course of the two years preceding the date of publication of the Call for Expressions of Interest, and is not currently admitted, under the laws of the relevant country of origin, to insolvency proceedings or any other proceeding that denotes a state of insolvency, state of crisis, or cessation of business activities or temporary receivership;
- (iii) has not been and is not subject to the injunctive sanction (*sanzione interdittiva*) referred to under art. 9, paragraph 2, letter c) of Legislative Decree No. 231 of 8 June 2001 [*or, in the case of foreign entities*: has not been and is not subject to the injunctive sanction (*sanzione interdittiva*) referred to under art. 9, paragraph 2, letter c) of Legislative Decree No. 231 of 8

June 2001 nor to analogous sanctions that give rise to a prohibition on contracting with the public administration under the laws of their respective countries of origin];

- c) that the members of the administrative, direction and control bodies of the company:
- (i) are not subject to any proceedings for the application of one of the preventive measures referred to under art. 3 of Law no. 1423 of 27 December 1956, or one of the causes for disqualification provided under art. 10 of Law No. 575 of 31 May 1965, as subsequently amended and supplemented, without prejudice to the to the effects of rehabilitation [***or, in the case of foreign entities:*** are not subject to any proceedings for the application of one of the preventive measures referred to under art. 3 of Law no. 1423 of 27 December 1956, or one of the causes for disqualification provided under art. 10 of Law No. 575 of 31 May 1965, as subsequently amended and supplemented nor to any analogous proceeding, or hindered by analogous causes for disqualification under the laws of the respective countries of origin, without prejudice to the to the effects of rehabilitation];
 - (ii) have not been found guilty under a final non appealable judgment or criminal judgment that has become irrevocable, for serious crimes against the State or the EU which impact upon their professional moral integrity, save for the effects of rehabilitation [***or, in the case of foreign entities:*** have not been found guilty under a final non appealable judgment or criminal judgment that has become irrevocable, for serious crimes against the State or the EU which impact upon their professional moral integrity, save for the effects of rehabilitation and have not been found guilty under analogous decisions for comparable crimes under the laws of the respective countries of origin];
 - (iii) are not affected by judgments applying punishment upon the request of the parties pursuant to art. 444 of the Italian Code of Criminal Procedure for serious crimes against the State or the EU which impact upon their professional moral integrity [***or, in the case of foreign entities:*** are not affected by judgments applying punishment upon the request of the parties pursuant to art. 444 of the Italian Code of Criminal Procedure for serious crimes against the State or the EU which impact upon their professional moral integrity and have not been found guilty under analogous judgments for comparable crimes under the laws of the respective countries of origin];
 - (iv) have not been found guilty, under a final non appealable judgment, for one or more of the crimes involving participation in a criminal organization, corruption, fraud, money-laundering, as defined under the EU acts cited under art. 45, paragraph 1, Directive EC/2004/18, without prejudice to the effects of rehabilitation;
 - (v) have not been sentenced, under a final non appealable judgment, to imprisonment for a period of not less than two years, for any offense committed with criminal intent, without prejudice to the effects of rehabilitation [***or, in the case of foreign entities:*** have not been sentenced, under a final non appealable judgment, to imprisonment for a period of not less than two years, for any offense committed with criminal intent nor for analogous criminal acts under the laws of the respective countries of origin, without prejudice to the effects of rehabilitation];
- d) that the company does not fall within one of the situations of control or affiliation referred to under article 2359 of the Italian Civil Code with another company participating in the Sale Procedure, whether individually or in the capacity of shareholder of a Newco;
- e) that this Expression of Interests is not imputable to a single decision-making body, pursuant to articles 2497 and subsequent articles of the Italian Civil Code, to which are imputable Expressions of Interests notified by parties other than the other shareholders of Newco (if any);

f) that the documents, declarations and information under paragraph 5.1, letters a), b), f), g) and h) of the Call for Expressions of Interest are truthful and valid.

[place, date]

SIGNATURE
