

JUDICIAL RECEIVERSHIPS OF APPROVED COMPOSITION PROCEEDINGS OF PRAMAC S.P.A. IN LIQUIDATION

[The original version of this document is in Italian and is available on the web site of the procedure

www.procedure.it/pramaclifterconcordatiomologati

Please consider that the English translation has the sole purpose of facilitating understanding.

Only the Italian document has legal validity]

VIRTUAL DATA ROOM RULES

ATTACHMENT NO. 3 to the REGULATION for the proposal and evaluation of Acquisition Offers

These *Virtual Data Room* Rules discipline the access and consultation procedures to the information made available in the *Virtual Data Room* for the Competitive Sale Procedure called by the JUDICIAL RECEIVERSHIPS OF APPROVED COMPOSITION PROCEEDINGS OF PRAMAC S.P.A. IN LIQUIDATION (hereafter, also just "PRAMAC") and LIFTER S.R.L. IN LIQUIDATION (hereafter, also just "LIFTER"), for the sale of the full ownership of the Business Unit and the Shareholdings of PRAMAC, along with the Company of LIFTER as better referred to in the Regulation and in the attachments. Each reference made to the Regulation is understood to be in regard to the Regulation prepared for the proposal and evaluation of Acquisition Offers of which these *Virtual Data Room* Rules represent Attachment 3 and an integral part.

A. THE VIRTUAL DATA ROOM.

1. The Virtual Data Room is:

- a. entirely available in electronic format through a dedicated internet address <https://vdr.multipartner.com/pramac-lifter> (hereafter also known as the "Portal"), accessible also through a link on the website dedicated to the Procedure www.procedure.it/pramaclifterconcordatiomologati as well as on Multipartner's website (hereafter also known as the "Provider"), in the Virtual Data Room section;
- b. accessible, (i) prior submitting the "Request for Expression of Interest Form" to PRAMAC and LIFTER according to the terms indicated in the Regulation and (ii) prior authentication;
- c. organized and structured in different sections to facilitate easy navigation of the documentation;
- d. accessible remotely via a broad band internet connection.

2. In order to facilitate the *due diligence* activity, a list of documents contained in the *Virtual*

Data Room will be made available to those who will be granted access to the Portal. The document Index will be integrated and updated when new documents are added in the *Virtual Data Room* in the course of the *due diligence* (hereafter also known as the "Information").

3. The Information, in accordance with the terms set out in the Regulation, will be made available to the participants who have been admitted to the *due diligence* (hereafter also known as the "Potential Bidders"), in accordance with the terms and conditions set out in the Sale Rules and in the Confidentiality Agreement undersigned and accepted by the Potential Bidders with regards to PRAMAC and LIFTER (hereafter also known as the "Confidentiality Agreement") and in accordance with the *checklist* attached to these *Virtual Data Room* Rules.

4. The Potential Bidders are aware that, the methods of access and consultation of the Information, as referred to in these *Virtual Data Room* Rules, intend to protect and not undermine the confidentiality of the Information regarding PRAMAC and LIFTER, the other companies of the Group, as well as the companies not belonging to the Group but shareholdings of PRAMAC and LIFTER and/or of the Companies of the Group, or, in general, any third party.

5. Access to the *Virtual Data Room* implies full acceptance of the provisions as referred to in the Confidentiality Agreement, in these *Virtual Data Room* Rules and in the Regulation.

B. ADMISSION TO THE VIRTUAL DATA ROOM TERMS AND CONDITIONS

1. To request access to the *Virtual Data Room*, interested parties will have to provide a list of individuals wishing to access the Portal using the Form available on the last page ("User Access Form") of these signed *Virtual Data Room* Rules.

2. Access to the *Virtual Data Room* is subject to the undersigning of the Confidentiality Agreement, attached to the Regulation and published on the website www.procedure.it/pramaclifterconcordatiomologati and undersigned by the legal representative of the potential bidder, as well as the undersigning of these *Virtual Data Room* Rules, as fully accepted by legal representative of the potential bidder.

3. Access to the *Virtual Data Room* will be granted only after paying the amount of € 5.000 as referred to in paragraph 3.2 of the Regulation.

4. Access to the *Virtual Data Room* will be granted to maximum 15 (fifteen) users for each Bidder participating to the Competitive Sale Procedure. The names of these users will have to be indicated as referred to point 1 above.

5. Only duly authorized subjects may access the *Virtual Data Room* (hereafter also known as the "Users") in compliance with these *Virtual Data Room* Rules.

6. PRAMAC and LIFTER reserve the right to deny or suspend, at their own absolute discretion and at any given moment, access to the *Virtual Data Room* to any User. No other subject (including the Provider) has the power to grant or deny access to the *Virtual Data Room*.

C. ACCESSING THE VIRTUAL DATA ROOM

1. Access to the *Virtual Data Room* is subject to the fulfilment of the requirements as referred to in the previous point B.

2. Access to the *Virtual Data Room* will be granted to the User, once PRAMAC and LIFTER have verified the fulfilment of the admission terms and conditions. The *username* and *password*, necessary to access the Portal, will be sent to the email address indicated in the "User Access Form". Users will be required to change their password during the first login, thus choosing a personal *password* only known to the User.

From this moment on, each authorized subject may access, prior authentication, the documentation that will be available 24/7, except in case of *force majeure* or for portal maintenance needs.

D. DOCUMENTATION

1. Documents will be available in Italian, or in the language in which they were originally drafted in the case of documents in languages other than Italian. The translation of documents in a different language is at the absolute discretion of the Judicial Liquidator.

Documents in the *Virtual Data Room* are in .pdf, however PRAMAC and LIFTER may upload documents in other formats as well. Users may therefore be required to install Adobe Acrobat Reader if it is not yet installed on the computer or any other device used by Users to access the *Virtual Data Room*. If in doubt, Users are invited to contact their system administrator. The PRAMAC and LIFTER, the Provider and their representatives are not liable for any damage that Users may encounter during the download or installation of the software needed to view the documentation in the *Virtual Data Room*.

2. During the Access Period to the *Virtual Data Room*, as indicated in the Regulation, additional documentation may be added and existing documents in the *Virtual Data Room* may be updated. In both cases, users will receive a notification at the email address indicated in the "User Access Form".

3. The *Virtual Data Room* will contain Confidential Information and will be divided in different virtual folders. The use of this Confidential Information shall be limited to the *Virtual Data Room* and documents shall not be copied, printed, photographed, saved, removed or modified in any way, unless otherwise indicated. All .pdf files will be marked

with a dynamic watermark indicating the User's name and last name, the date and time of viewing and the computer's IP address.

E. QUESTION MANAGEMENT

1. Questions regarding the documents contained in the *Virtual Data Room* must be submitted no later than the 5 December 2013, exclusively through the on-line system available in the portal. Questions may be "generic" or related to a specific folder or document.
2. Questions must be submitted in Italian.
3. The Judicial Liquidator and its advisors, will evaluate whether to answer each question thus publishing the relevant answer in the *Virtual Data Room* only to the sender, to all the users of the Group that the sender belongs to, or to all users of the *Virtual Data Room*. PRAMAC and LIFTER reserve the right to evaluate the way and timing with which they will provide information, clarifications and requested documentation. PRAMAC and LIFTER will not take into account: (i) requests of information or clarification and/or generic documentation intended only for exploratory reasons and/or requests that may slow down the Competitive Sale Procedure; (ii) requests submitted in different ways other than the ones as referred to in point 1 of this paragraph.

F. TECHNICAL ASSISTANCE

Users requiring technical assistance for the access and/or navigation of the *Virtual Data Room* can contact the Provider by sending the assistance form in the «Technical Assistance» section in the portal.

G. COMMITMENTS

1. When accessing the VDR, each User commits to: (i) refrain from disclosing information available in the *Virtual Data Room* and (ii) commits to guarantee that no information or document contained in the *Virtual Data Room* is made available or visible to third parties.
2. Each User commits to: (i) refrain from sharing their *username* and *password* with third parties; (ii) refrain from disabling or trying to disable the *Virtual Data Room's* security protections; (iii) not leave their computer or any other device through which they access the *Virtual Data Room* unattended; (iv) log-out from the *Virtual Data Room* at the end of each consultation session.
3. Each user accepts and acknowledges that these *Virtual Data Room* Rules apply to every single access to the *Virtual Data Room* and each user commits to respect these *Virtual Data Room* Rules in their entirety.

4. PRAMAC and LIFTER may monitor – through appointed authorized subjects - every single user’s activity carried out in the *Virtual Data Room* and may record their logins.

5. Access to the *Virtual Data Room* implies complete acceptance of all the terms and conditions of these *Virtual Data Room* Rules from behalf of the subjects that requested access, from their Representatives and from whoever they authorize/delegate access to, as referred to in point B.4. Each authorized subject will be responsible to ensure that each User, their representative and/or authorized/delegated subject abides by these terms and conditions.

H. CONFIDENTIALITY

Users acknowledge that all information, as well as the documentation contained in the *Virtual Data Room* and the information taken from it in the course of the *due diligence* is confidential and they commit to keep given information strictly confidential; information may be used and will be treated exclusively, as “Confidential Information”, in accordance with the terms referred to in the Confidentiality Agreement.

PRAMAC and LIFTER are not liable for any damage caused by third parties resulting or consequent to the use of Confidential Information from behalf of Users in violation of the Confidentiality Agreement and of the *Virtual Data Room* Rules.

“User Access Form”

The undersigned (*Name, Last name, Place and date of birth, Place of residence in the capacity of*)

Legal Representative of

Company name, Address, Share capital, Registration n. in the Registry of Companies of, telephone number, email address,

requests access to the *Virtual Data Room* dedicated to the Competitive Sale Procedure called by PRAMAC S.P.A. IN LIQUIDATION and IN APPROVED COMPOSITION PROCEEDINGS and LIFTER S.R.L. IN LIQUIDATION and IN APPROVED COMPOSITION PROCEEDINGS indicating Name, Last name, Fiscal/Tax Identification Number, telephone number and email address of the subjects for whom data room access credentials are requested:

n.	Name and Last name	Fiscal/Tax Identification N.	Company	Email	Telephone N.
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Place and date,

Stamp and Signature of the Legal Representative