



TENDER RULES

Open procedure for the sale of 55% of the share capital of the company Aeroporto Friuli Venezia Giulia S.p.A. (currently wholly owned by the Autonomous Region of Friuli Venezia Giulia).

CONTENTS

1. Introduction
2. Contracting Authority
3. Sole Procedure Manager
4. Tender Identification Code
5. Tender Procedure
6. Tender documents, clarifications and communications
7. Definitions
8. Subject
9. Tender value and reserve price
10. Duration
11. Entities admitted to the tender
12. General requirements and grounds for exclusion
13. Special requirements and means of proof
14. Submission and content of bids
15. Documentation made available to competitors and data room
16. Award criterium
17. Conduct of the tender proceeding



1. INTRODUCTION

The company Aeroporto Friuli Venezia Giulia S.p.A. (hereinafter the 'Company') was set up in 1996 by the Autonomous Region of Friuli Venezia Giulia (hereinafter the 'Region') - which is currently its sole shareholder - pursuant, inter alia, to Article 10(13) of Italian Law No. 537 of 24 December 1993 and Regional Law No. 21 of 15 May 1995 on the '*establishment of a public limited company for the management of the airport of Ronchi dei Legionari*'.

On 31 May 2007, the Company - whose corporate purpose is the development, design, construction, upgrading, maintenance and use of facilities and infrastructure for the operation of airport activities at Ronchi dei Legionari airport (hereinafter the "Airport"), as a civil, commercial and tourist airport in the Region, signed an agreement with the National Civil Aviation Authority (hereinafter the "Civil Aviation Authority") concerning the award to the Company of a concession for the design, development, construction, upgrading, management and use of the airport facilities and infrastructure, including the State-owned land, of the Ronchi dei Legionari airport (hereinafter the 'Agreement'): This agreement was approved by the Italian Minister of Transport in cooperation with the Minister of Economy and Finance with decree no. 128 T and registered with the Court of Auditors on 23 November 2007. For the sake of completeness, it should be noted that the Company is also responsible for managing the control services referred to in Article 2 of Ministerial Decree 85/99, which the Company currently manages through its subsidiary A.F.V.G. Security S.r.l.

In compliance with the provisions of Regional Law no. 22 of 29 December 2010 and Regional Law no. 10 of 4 May 2012, and following resolutions no. 925 of 18 May 2017, no. 1130 of 16 June 2017, and no. 1767 of 22 September 2017, the Region resolved to carry out a tender procedure for the sale of 45% of the Company's share capital to a shareholder (with the option to purchase a further 10% of the Company's share capital for the same shareholder) for a total number of shares equal to 55% of the share capital, attributing the Company the role of contracting authority for the purpose of carrying out the aforesaid tender procedure in compliance with the provisions of the law, the guidelines set out by said Resolution no. 1767/2017, and the criteria set out by the Region by Resolution of the Regional Council no. 1958 of 13 October 2017.

After the Italian Ministry of Infrastructure and Transport had given its approval to the procedure (official register opinion U.0001357 of 19 March 2018), by Resolution no. 766 of 21 March 2018, the Regional Council finally adopted the recommendations made by the Ministry of Infrastructure and Transport, approving the additions to the guidelines and criteria previously approved.

In minutes no. 147 of 30 March 2018, the Company's Board of Directors approved the tender documents, which were then published in accordance with the law and, inter alia, by transmission on 4 April 2018, for publication in the Official Journal of the European Union.

However, considering that no tender was submitted and that the Sole Procedure Manager cancelled the tender by order of 7 June 2018, the Region adopted General Provision No. 1085 of 7 June 2018, in which it noted that no bid had been received.

Considering the interest in putting in place all the necessary requirements to implement the contents of Article 5(30) et seq. of the aforementioned Regional Law no. 22/2010 in order to satisfy the general development of the regional territory given the strategic importance for the socio-economic fabric of the regional airport, with Resolution no. 1533 of 10 August 2018, the Region deliberated the guidelines for the call, by the Company - identified pursuant to Article 5(2) of Regional Law 10/2012 1



as the contracting authority-, a new tender procedure for the sale of 55% of the share capital of the Company to a shareholder (hereinafter the "Shareholding") as better defined in Article 7 of these Tender Rules and postponed the approval of the tender documents until after a Resolution of the Regional Council.

With Official Register U.0005134 dated 16 November 2018, the Italian Ministry of Infrastructure and Transport, having taken note of the favourable opinions expressed by the Ministry of the Economy and Finance and the Civil Aviation Authority, issued its authorisation for the tender procedure relating to the Share Package pursuant to the provisions of Ministerial Decree 521/1997.

With minutes No. 151 dated 19 November 2018, the Board of Directors of the Company approved the tender documentation.

With Resolution no. 2224 dated 27 November 2018 the Regional Council has approved the tender documentation prepared by the Contracting Authority.

In the context of the above, these Tender Rules, attached to the Call for Tenders, of which it is an integral and substantial part, contain the rules for participation in the selection procedure launched by the Company for the sale of the Regional Shareholding in the Company pursuant, inter alia, to the Resolution of the Regional Council of the Autonomous Region of Friuli Venezia Giulia No. 1533 of 10 August 2018 and the Resolution of the Regional Council of the Autonomous Region of Friuli Venezia Giulia S.p.A. No 2224 dated 27 November 2018.

The Call for Tenders was:

- forwarded to the Official Journal of the European Union on 27 November 2018
- published in the Official Gazette of the Italian Republic on 30 November 2018
- published in the profile of the Principal <https://triesteairport.it/it/corporate/lazienda/bandi-di-gara/>
- published on the e-procurement system of the client at: <https://triesteairport.it/it/corporate/lazienda/albo-fornitori-e-procurement>
- published, in excerpt, in two national and two local newspapers.

2. CONTRACTING AUTHORITY

Aeroporto Friuli Venezia Giulia S.p.A. - VAT no. 00520800319 - Via Aquileia no. 46 - 34077 Ronchi dei Legionari (Gorizia) - Italy - Fax 0481474150 - E-mail: mailbox@triesteairport.it, PEC: triesteairport@legalmail.it.

3. SOLE PROCEDURE MANAGER

The sole procedure manager is the General Manager of the Company, Mr. Marco Consalvo, appointed by the minutes of the Board of Directors of the Company no. 150 dated 14.09.2018

4. TENDER IDENTIFICATION CODE

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5. TENDER PROCED



Competitive procedure open to the public pursuant to Article 17(1) of Legislative Decree no. 175/2016 and Article 5(9) of Legislative Decree no. 50/2016 and to be carried out through an open procedure pursuant to Articles 123 and 60 of Legislative Decree no. 50/2016, as amended, and awarded to the most economically advantageous tender pursuant to Article 83 of Legislative Decree no. 50/2016.

6. TENDER DOCUMENTS, CLARIFICATIONS AND COMMUNICATIONS

The tender documentation consists of:

- Call for Tenders;
- Tender rules and related annexes;
- Regional Council Resolution no. 1085/2018;
- Regional Council General Notes no. 1533/2018;
- Regional Council Resolution no. 2224/2018;
- Company's Articles of Association currently in force;
- Updated Company Title Search;
- Agreement;
- Investment Agreement Scheme and its annexes;
- Documentation included in the data room referred to in point 15 below.

The documentation referred to in this point 6 (except for the Documentation included in the data room referred to in point 15 below) is published on the Company's website at <https://triesteairport.it/it/corporate/lazienda/bandi-di-gara/> and on the *e-procurement* system of the Company at <https://triesteairport.it/it/corporate/lazienda/albo-fornitori-e-procurement/>

It is possible to obtain clarifications on the Tender by submitting written questions exclusively through the “Procedure Communication” function of the e-procurement system of the Company at least 10 (ten) days before the deadline for submission of tenders. Requests for clarification must be made in Italian only. Answers to all requests submitted in good time will be provided at least 6 (six) days before the deadline for submission of tenders, by anonymous publication on the e-procurement system of the Company at <https://triesteairport.it/it/corporate/lazienda/albo-fornitori-e-procurement/>, except for clarifications regarding the Documentation included in the data room referred to in point 15 below, which will be published in the same data room.

Telephone clarifications are not allowed.

In addition, considering the subject matter of the Tender and market practice in corporate transactions, an on-the-spot inspection may be carried out.

The inspection may only be carried out on days between 05/12/2018 and 20/12/2018.

The request for inspection must be sent via PEC certified e-mail to the address triesteairport@legalmail.it by 03/12/2018 and must contain the name of the competitor, the PEC address of the competitor, the name and position of the persons tasked with the inspection.



The date and time of the inspection shall be communicated to the competitors at least 3 (three) days in advance.

The inspection may be carried out by the legal representative/attorney/technical director in possession of the ID document and/or by persons who possess an ID document and appropriate proxy with a copy of the ID document of the delegating party. In the case of a Grouping, the inspection may be carried out by a legal representative/attorney/technical director of one of the economic operators referred to in the concert party and/or by persons who possess an ID document and an appropriate proxy with a copy of the ID document of the delegating party, provided that they have the proxy of all said operators.

The contracting authority issues a certificate of inspection.

Pursuant to article 76(6) of Legislative Decree no. 50/2016, as amended, competitors are required to indicate, at the time of bidding, the PEC certified email address or, only for competitors having their registered office in other Member States, the e-mail address to be used for the purposes of the communications referred to in article 76(5) of Legislative Decree no. 50/2016, as amended and supplemented.

Without prejudice to the provisions of these Rules in relation to clarifications, all communications between the Contracting Authority and economic operators shall be deemed to have been validly and effectively carried out through the “Communication Procedure” function available on the e-procurement system of the Company at <https://triesteairport.it/it/corporate/lazienda/albo-fornitori-e-procurement/>. Temporary problems in the use of such forms of communication must be promptly reported to the Contracting Authority; otherwise, the latter declines any responsibility for the late or failed delivery of communications.

In the case of temporary groupings, including those not yet formally constituted, the communication sent to the agent is considered validly given to all the grouped economic operators.

7. DEFINITIONS

For the purposes of these Tender Rules, the following terms shall have, in both the singular and plural form, the meaning specifically attributed to them:

Aeroporto Friuli Venezia Giulia S.p.A. (or Contracting Company or Authority or Contracting Entity) means the joint-stock company (S.p.A.) set up pursuant to Article 1 of Regional Law no. 21 of 15 May 1995, on 6 August 1996 and registered with the Register of Companies of Venezia Giulia under registration and tax identification number 00520800319. The share capital of the Company is Euro 8,500,000.00 fully subscribed and paid up.

Shares: means 4,675,000 (four million six hundred seventy-five thousand) category B shares equal to 55% (fifty-five percent) of the share capital of the Company corresponding to Euro 4,675,000.00 (four million six hundred seventy-five thousand/00) as governed by the Investment Agreement Scheme;

Code: means Legislative Decree no. 50 of 18 April 2016, as amended and supplemented;

Agreement: means the agreement signed on 31 May 2007 between the Company and Enac, concerning the award to the Company of the concession for the design, development, construction, adaptation, management, maintenance and use of airport facilities and infrastructures, including the State-owned property at Ronchi dei Legionari airport. The Agreement was approved by the Ministry of the Economy and Finance with decree no. 128 T registered with the Court of Auditors on 23 November 2007;



EBITDA: means the Company's gross operating margin as detailed in the 2018-2023 Business Plan;

Tender: means the public procedure set out in these Tender Rules; Shareholding: means the shares of the Company that is the subject matter of this Tender;

Investment Agreement Scheme: means the scheme of the contract (with its annexes), included in the data room referred to in article 15 below, that the Region and the entity that will be the final winner of the Tender will sign as a result thereof to finalize the mutual obligations and rights in relation to the sale and purchase of the Shareholding. The annexes to the Investment Agreement include, inter alia: i) the template of the articles of association to be adopted by the Company upon completion of the Tender to fulfil its obligations under the Investment Agreement; ii) the option contract template for the repurchase of the Shareholding by the Region;

Work Load Unit or WLU: means the load unit corresponding to a passenger or 100 kg of goods or mail.

8. SUBJECT

The purpose of the Tender is to sell the Shareholding and therefore to identify the shareholder who will purchase the Shareholding in accordance with the terms and conditions set out in the Investment Agreement Schedule and, as a result, become a shareholder of the Region in the Company that holds the Agreement.

The shareholder's interest in the Company gives rise to the rights and duties connected with and related to the holding of an equity interest in accordance with the provisions of the Italian Civil Code and the Articles of Association attached to the Investment Agreement Schedule.

Upon completion of the Tender, the Region and the successful tenderer will sign the Investment Agreement.

9. TENDER VALUE AND RESERVE PRICE

The amount of the Tender is estimated at € 32,500,000.00 (€ thirty-two-million-five-hundred-thousand), equal to 55% of the share capital of the Company. The Tender is, in fact, made up of a single lot consisting of the Shareholding and so quantified:

Reserve price for the Shares: 32,500,000.00 (€ thirty-two-million-five-hundred-thousand)The above price was determined based on the results of the economic and financial advisory activity carried out by the consultant appointed for this purpose by the Contracting Authority and made available in the Data Room referred to in point 15 below of these Rules.

10. DURATION

The Company is established for a period ending on 31 December 2050. The Company may be terminated early or extended in accordance with the terms and conditions set out in the Articles of Association attached to the Investment Agreement Scheme.

11. ENTITIES ADMITTED TO THE TENDER

The persons referred to in article 45 of the Code are admitted to participate in the Tender in compliance with the provisions, inter alia, of article 48 of the Code.



It should be noted that, in the case of joint participation (hereinafter referred to as "Groupings"), the tenderers must undertake to set up - in the event of final award and within 10 days of its notification - a special purpose vehicle (hereinafter referred to as "NewCo") which will purchase the Shareholding. The participants in the Grouping will be jointly and severally liable for all obligations arising from the Tender as well as for the obligations that will arise for NewCo.

It is forbidden for competitors to take part in the Tender in more than one Grouping. It is also forbidden for the competitor who participates in the Grouping to participate in the Tender also individually.

12. GENERAL REQUIREMENTS AND GROUNDS FOR EXCLUSION

Economic operators for whom the following exist are excluded from the tender:

- a) grounds for exclusion as per article 80 of the Code;
- b) prohibitions to enter into dealings with the public administration.

Economic operators who have entrusted assignments in violation of Article 53(16-ter) of Legislative Decree no. 165 of 2001 are in any case excluded.

Economic operators having their registered office, residence or domicile in the countries included in the so-called blacklists referred to in the Decree of the Minister of Finance of 4 May 1999 and the Decree of the Minister of Economy and Finance of 21 November 2001 must, under penalty of exclusion from the tender, hold a valid authorisation issued pursuant to the Ministerial Decree of 14 December 2010 of the Ministry of Economy and Finance pursuant to Article 37 of the Legislative Decree no. 78 of 3 May 2010 converted into Law no. 122/2010 or the application for authorisation submitted pursuant to Article 1(3) of the Ministerial Decree of 14 December 2010.

It should be noted that, in the case of participation through Groupings, the general requirements set out in this article must be met by all the subjects belonging to the Grouping.

13. SPECIAL REQUIREMENTS AND MEANS OF PROOF

Under penalty of exclusion, competitors must meet the requirements or comply with the provisions of the following paragraphs:

13.1 Eligibility requirements

- a) Be registered in the register kept by the Chamber of Commerce, Industry, Crafts and Agriculture in which the competitor is based. A competitor not established in Italy but in another Member State or in one of the countries referred to in Article 83(3) of the Code shall submit a sworn statement or in accordance with the procedures in force in the State in which it is established, including the relevant documentary evidence.

It should be noted that, in the case of participation through Groupings, the eligibility requirements must be met by all the subjects that make up the Grouping.

13.2 Economic and financial and technical and organisational capacity requirements

- a) Possess adequate economic, financial, technical and organizational capacity by certifying to:



i) have managed airports with an average WLU of more than 10 million in the three-year period 2015, 2016, and 2017. It should be noted that, in order to meet the required average WLU, the average WLUs of the individual airports managed can be added together;

optionally

ii) having held, in the three-year period 2015, 2016, and 2017, significant shareholdings in airport management companies that meet the requirements of point i) above and therefore in airport management companies that have managed airports with an average of more than 10 million WLUs in the three-year period 2015, 2016, and 2017. In order to meet the requirement, it should be noted that "significant interest" means an interest of not less than 30% and that, for the purposes of meeting the required WLU, the WLUs of the individual airports managed by the airport companies in which the interest is held may be added together, as provided for in point i) above.

b) Present 2 (two) suitable bank references issued by credit institutions certifying the economic and financial reliability to undertake the economic commitments referred to in the Tender.

Evidence of the requirements of Section 13.2 shall be provided by means of the following documentation:

- i. for the purposes of proving "management" referred to in point 13.2(a)(i) above, by means of a copy of the airport management agreements signed with ENAC or similar documentation in the case of foreign operators;
- ii. for the purpose of proving the WLU, by means of a certificate issued by the ENAC certifying the WLU of the individual airports or similar documentation in the case of foreign operators and/or foreign airports;
- iii. for the purposes of proving "holding" referred to in point 13.2(a)(ii) above, by means of chamber of commerce title searches attesting to the corporate structure of the airport management companies held by the competitor.

It should be noted that, in the case of participation through Groupings, the requirements of economic, financial and technical/organisational capacity referred to in Article 13.2 must be met by the Grouping, it being understood that the group leader must possess them in the highest relative percentage. Reliance is excluded.

14. SUBMISSION AND CONTENT OF BIDS

14.1 Submission of tenders

For the presentation of the bid, the bidders must access the e-procurement system of the Company in the "Submit Bid" section and follow the rules specified and described in details in the document titled "E-procurement system use regulations" attached to these Tender Specifications (Sub No. 8 "E-procurement system use regulation") by uploading on the e-procurement system information and documents as specified below.

The bid submission procedure may occur at a later time, by saving the data and the information uploaded on the system, without prejudice to the fact that the bid is to be received by and no later than 12:00 noon on 11/01/2019 under penalty of exclusion..

The procedure for the submission of the bid is deemed complete when using the "Submit Bid" functionality after having entered the data requested in the various stages of uploading in the e-procurement system of the Company.

The Bidder must attach, as an integral part of the bid, the documents related to it as detailed in these Tender Specifications, following the specific sections available in the e-procurement system



It is the responsibility of the Bidders to log-in into the e-procurement system sufficiently early respect to the deadline to submit bids. Failure to submit the bid according to the methods and within the terms specified in the Tender Specifications shall be the sole responsibility of the Bidder.

In the case of a malfunction in the system such to make it impossible to submit the bids, it will be the responsibility of the Company to adopt the necessary measures to restore normal operations in compliance with article 30 of the Code, even by ordering suspension of the deadline for receiving the bids and/or an extension of the deadline.

For competitors having their registered office in Italy or in one of the countries of the European Union, the declarations in lieu of a certificate are drawn up in accordance with articles 46 and 47 of Presidential Decree 445/2000; for competitors not having their registered office in one of the countries of the European Union, the declarations in lieu of a certificate are made by means of suitable equivalent documentation in accordance with the legislation of their country of origin.

All declarations in lieu of a certificate rendered pursuant to Articles 46 and 47 of Presidential Decree 445/2000, including the ESPD, the application form, the technical bid and the economic bid must be signed digitally by the legal representative of the competitor or his proxy.

In the case of competitors not established in Italy, the documentation must be produced in a suitable equivalent manner according to the legislation of the country of origin; articles 83(3), (86) and (90) of the Code apply.

All documentation to be produced must be in Italian or, if written in a foreign language, must be accompanied by a sworn translation into Italian. In case of contrast between the foreign language text and the Italian language text, the Italian language version will prevail, being at the risk of the competitor to ensure the fidelity of the translation. If the translation of the documents contained in the telematic envelope – administrative documentation is lacking, incomplete or flawed, Article 83(9) of the Code shall apply.

Late bids will be excluded as they are unlawful pursuant to Article 59(3)(b) of the Code.

The bid will bind the competitor in accordance with Article 32(4) of the Code for 180 days from the expiration of the term indicated for the submission of the bid.

In the event that on the expiry date of the validity of the bids, the tender operations are still in progress, the contracting authority may request the tenderers, pursuant to article 32(4) of the Code, to confirm the validity of the tender until the date indicated and to produce a special document attesting to the validity of the surety given during the tender until the same date.

Failure to comply with the request of the contracting authority shall be considered a waiver of the competitor's participation in the tender.



14.2 Content of the bids

Envelope "**TELEMATIC ENVELOPE - ADMINISTRATIVE DOCUMENTATION**" must contain, under penalty of exclusion from the competition, the following documents, specifically and punctually drawn up in compliance with the provisions of these Tender Rules:

- a) In the field "Application Form" it is necessary to attach the invitation to tender drawn up preferably according to the attached template (under no. 1 "Application Form Facsimile"). The application must contain all the points analytically reported in the attached form, which must be considered as fully transcribed in these Tender Rules so as to form an integral part. The application for participation must be digitally signed by a person with powers of representation and, in the event of signature by a proxy, must be accompanied by a copy of the deed of conferral of powers.

It is specified that, in the case of participation through Groupings, the application for participation must be signed digitally by all the members of the Grouping.

- b) In the Field "European Single Procurement Document (ESPD)" referred to in Article 85 of the Code, it is necessary to attach the DGUE drawn up in accordance with the attached form (under no. 2 "ESPD") to these Tender Rules. The document must, under penalty of exclusion from the Tender, be digitally signed by the legal representative of the competitor with the necessary powers to bind the company to this Tender. In the case of an attorney whose powers are not indicated on the Chamber of Commerce certificate, the relevant power of attorney must be produced.

It should be noted that each ESPD must be completed in accordance with the guidelines prepared by the Ministry of Infrastructure and Transport (MIT) with Circular no. 3 of 18 July 2016. The statement on the absence of the cause of exclusion referred to in Article 80(1) of the Code must be made by the legal representative of the competitor or by a person with appropriate powers of the competitor for all persons holding the offices referred to in Article 80(3) of the Code. For the purposes of compiling the ESPD, reference is made to the Notice issued by the Chairman of the ANAC on 8 November 2017 containing "*Instructions to contracting authorities and economic operators on the definition of the subjective scope of article 80 of Legislative Decree no. 50/2016 and on carrying out checks on declarations in lieu of a certificate made by competitors pursuant to Presidential Decree no. 445/2000 using the ESPD form In the event that convictions or conflicts of interest or cases relating to resolutions or other circumstances likely to affect the integrity or reliability of the competitor are declared in the ESPD (as per article 80(1) and (5) of the Code, on the basis of the indications given in the Guidelines no. 6 of the A.N.A.C.) or self-cleaning measures have been adopted, all relevant documents (including convictions) must be produced in order to allow the Contracting Authority to make any appropriate assessment.*"

It should be noted that, in the case of participation through Groupings, the ESPD must be presented by all the entities making up the Grouping."



- c) In the field “Certification of payment of the contribution” it is necessary to attach proof of payment provided for by A.N.AC. Resolution no. 163 of 22 December 2015 "Implementation of Article 1(65) and (67) of Law no. 266 of 23 December 2005, for the year 2016", in the amount of € 500.00 (€ five-hundred) . Participants must indicate, by way of reason, their name, their tax code and, as the identification code of the procedure, the Tender Identification Code indicated in the notice. The absence of a receipt or certificate of payment shall not constitute grounds for exclusion only if the payment has been made promptly within the deadline for submission of the bid and if the relevant proof is produced spontaneously or at the request of the contracting authority as part of the preliminary assistance;
- d) In the field “Security Deposits and Guarantees” it is necessary to attach the provisional surety pursuant to Article 93 of the Code in the amount of 4% of the value of the Shareholding and therefore equal to € 1,300,000.00 (€ one-million-three-hundred-thousand).

For the modalities of issuing the provisional surety, please refer to the provisions of Article 93 of the Code, also specifying that the provisional surety must be accompanied by the guarantor's commitment to renew the surety in accordance with Article 93(5) of the Code at the request of the Contracting Authority, for a further 60 days in the event that at the time of its expiry the awarding of the Tender has not yet taken place. The provisional surety must be signed by a representative appointed with the required powers to bind the guarantor and to be provided in one of the following formats:

- IT document pursuant to art. 1, letter p) of Legislative Decree no. 82/2005 signed with digital signature by the person in possession of the powers necessary to bind the guarantor - format p7m;
- Computer copy of an analogue document in accordance with the procedures set out in art. 22, par. 1 and 2, of Legislative Decree no. 82/2005, provided that the control code is present.

In particular, it should be noted that, pursuant to Article 93(6) of the Code, the provisional surety covers the failure to sign the contract, after the award, due to any fact attributable to the successful tenderer or the receipt of anti-mafia disqualification information issued in accordance with Articles 84 and 91 of Legislative Decree no. 159 of 6 September 2011. Among other things, failure to prove possession of the general and special requirements and failure to produce the documentation required and necessary for the conclusion of the contract are facts that can be ascribed to the successful tenderer. Any exclusion from the tender before the award, except in the cases referred to in article 89(1) of the Code, will not result in the enforcement of the provisional surety.

It should be noted that, in the case of participation through groupings, the provisional surety must cover all the undertakings in the same grouping

Failure to lodge a provisional surety may be remedied by means of preliminary assistance only if it has already been lodged before the tender was submitted. It shall be the responsibility of the economic operator to prove that such documents are established no later than the expiry date for the submission of bids.

The presentation of a surety with a lower value or without one or more of the above characteristics (header only for some participants in the Temporary Grouping, lack of mandatory clauses, etc.) can also be remedied.



The signing of the provisional surety by a person not entitled to issue the surety or not authorised to commit the guarantor cannot be remedied - and is therefore a cause of exclusion.

In the "**TELEMATIC ENVELOPE - TECHNICAL BID**" it is necessary to include, under penalty of exclusion from the tender, a technical report detailing the elements corresponding to each of the criteria and sub-criteria indicated in point 16 below of these Rules.

In particular, competitors must illustrate the strengths of the submitted proposals, taking particular care to highlight what they consider to be a particularly qualifying element of their technical bid according to each of the criteria and subcriteria listed below.

In assigning the scores relating to the technical bid, the contracting authority reserves the right to take into account the documentation as a whole, even if different from that relating to the criterion/sub-criterion of reference.

The technical report must be composed of a maximum of 10 (ten) pages of text to be presented on 10 (ten) sheets (no front and back), in A4 format, with Times New Roman 12 font, and must be divided into as many chapters as there are criteria for evaluating the technical bid referred to in article 16 below. The part of the technical report composed in any sheets exceeding the maximum number indicated above will not be taken into consideration.

The aforesaid technical report must also include a summary table to be drawn up preferably using the templates set out in the annex (sub no. 3 "Facsimile summary table of the technical bid in relation to sub-criteria no. 1.1, 1.2 and 1.3" included in the Due Diligence Documents referred to in point 15 below) to these Tender Rules for each of the sub-criteria to which a discretionary score is assigned within the limit of the maximum score indicated in column "q" of the table set out in Article 16 below. The above tables will not be taken into account for the purpose of calculating the maximum text pages provided for the technical report.

Please note that, under penalty of exclusion of the bid itself, envelope "B - TECHNICAL BID" may not in any case contain any element, data or information from which you may infer the quantitative elements constituting the subject of the economic bid.

The above mentioned document must be digitally signed on all pages by the competitor's legal representative or his proxy, enclosing in this case the original deed of proxy or a certified copy.

It is specified that, in the case of participation through Groupings, the application for participation must be digitally signed by all the members of the Grouping.

In the "**TELEMATIC ENVELOPE - ECONOMIC BID**" it is necessary to include, under penalty of exclusion, the economic bid preferably prepared according to the template attached (no. 4 "Facsimile of economic bid") to these Rules and containing the quantitative element referred to in point 16 below of these Rules.

With reference to the quantitative element (better defined in article 16 below), it is requested that it be expressed both in figures and in letters and it is specified that, in case of discrepancy between the expression in figures and the expression in letters indicated therein, the most convenient indication for the Contracting Authority will prevail.

The economic bid, under penalty of exclusion, is digitally signed in the manner indicated for the signing of the application referred to in point 14.1.

It is specified that, in the case of participation through Groupings, the technical bid must be digitally signed by all the members of the Grouping.



Economic bids that lower the basic amounts of the tender are not eligible.

15. DOCUMENTATION MADE AVAILABLE TO COMPETITORS AND DATA ROOM

For the purposes of formulating the bid, the Contracting Authority makes the following documents available to competitors (hereinafter referred to as the "Due Diligence Documents"):

- i) Documentation relating to the Company including, inter alia, company documentation, economic and financial data, tax documentation, personnel documentation, operating data, etc.;
- ii) Facsimile of summary tables of the technical bid in relation to sub-criteria 1.1, 1.2 and 1.3.

The Due Diligence Documents will be available for consultation exclusively through access to the data room (hereinafter the "Data Room") specially prepared and operational from the date of publication of the Call for Tender.

Please note that those who have not logged in to the Data Room will not be able to submit bids.

Access to the Data Room is to be requested by the person who intends to participate in the Tender by sending a specific request using exclusively the "Procedure Communication" function on the e-procurement system of the Company, attaching:

- a) declaration in lieu of a certificate pursuant to Presidential Decree no. 445/2000 digitally signed by a person with powers of representation and, in the case of signature by a proxy, accompanied by a copy of the deed of conferral of powers, certifying possession of the general and special requirements referred to in points 12 and 13 above. This declaration should preferably be drawn up using the form annexed to these rules under point 5;
- b) a commitment to confidentiality as per the attached form (under no. 6), digitally signed by the subject with powers of representation and, in the case of signature by a proxy, accompanied by a copy of the deed conferring the powers. Where the person signing the commitment is the same as the person issuing the declaration in lieu of a certificate as per Presidential Decree no. 445/2000 as per point a) above, it will be sufficient to attach the power of attorney only once;
- c) copy of the regulations of the data room referred to in the attached form (under no. 7) digitally signed by a person with powers of representation and, in the case of signature by a proxy, accompanied by a copy of the deed of conferral of powers. If the person who signs the regulations is the same person who issues the declaration in lieu of a certificate pursuant to Presidential Decree no. 445/2000 referred to in point a) above or the commitment referred to in point b) above, it will be sufficient to attach the power of attorney only once.

It should be noted that, in the case of participation through Groupings, the documentation referred to in this article 15 must be signed by all the members of the Grouping.



16. AWARD CRITERION

The tender will be awarded on the basis of the criterion of the most economically advantageous tender within the meaning of Article 95(2) of the Code.

The evaluation of the technical bid and the economic bid will be carried out on the basis of the following scores:

It is specified henceforth that in order to assign the scores according to the following points 16.1 and 16.2, the individual scores will be rounded to the second decimal, considering the value of the third decimal. If the latter is equal or higher than five (five), then the second decimal will be rounded up while if it is lower than five (five) then it will be rounded down.

	Maximum Score
Technical bid	[●]75
Economic bid	[●]25
TOTAL	100

16.1 Criteria for the evaluation of the Technical Bid and method of assignment of the coefficient for the calculation of the Technical Bid score

The score of the Technical Bid is attributed on the basis of the evaluation criteria listed in the table below with the relative distribution of scores.

The column identified by letter d indicates the "*Discretionary scores*" relating to qualitative subcriteria, i.e., the scores whose coefficient is attributed due to the exercise of discretion by the Selection Committee.

The column identified by letter q indicates the "*quantitative scores*" for the qualitative subcriteria, i.e., the scores whose coefficient is attributed by the application of a mathematical formula.

No.	Assessment criteria	Max Points	Assessment Sub-criteria	Max d Points (column d)	Max q Points (column q)
1	Improvement of the Company's Business Plan.		1.1. Increase in overall passengers		22
			1.2. Improved EBITDA		18
			1.3. Improvement of the value of interventions		18
			1.4. Completeness and accuracy of the Technical Report	7	



		1.5. Concreteness and feasibility of proposals to improve the Company's Business Plan	10	
--	--	---	----	--

The evaluation of each of the qualitative sub-criteria indicated above which is assigned a discretionary score within the limit of the maximum score indicated in column "d" of the table will be carried out by means of the discretionary attribution of a coefficient, between zero and one, by each tenderer according to the following scheme:

Coefficient	Rating
1.00	Excellent
0.70	Good
0.50	Fair
0.30	Mediocre
0.00	Insufficient

Once each commissioner has assigned the coefficient to each qualitative sub-criterion for each competitor, the average of the coefficients assigned is calculated, the value 1 is assigned to the highest coefficient and consequently all the other coefficients are re-adjusted.

The coefficients will then be transformed into absolute scores by multiplying the coefficients assigned to each subcriterion by its maximum score.

In particular:

- a) for the assessment of subcriteria 1.4. ("*Completeness and accuracy of the technical report*") the following elements will be taken into account:
 - the basic assumptions made by the tenderer for the purpose of the improvement proposal presented under sub-criteria 1.1, 1.2 and 1.3;
 - the consistency and correlation of the improvement proposals submitted by the competitor for the purposes of sub-criteria 1.1, 1.2 and 1.3;
- b) for the assessment of sub-criteria 1.5. ("*Concreteness and feasibility of proposals for improvement of the Company's Business Plan*") the following elements will be taken into account:



- the results achieved in each of the airports directly or indirectly managed or in which a share of more than 30% is held for the technical tender parameters under 1.1, 1.2 and 1.3;
- the contextualization to the reference market of Trieste airport of the actions and interventions already implemented by the competitor in other airports to support the accessibility of the bids to improve the technical tender parameters on 1.1, 1.2 and 1.3.

The assessment of each of the quantitative sub-criteria above for which a mathematical score has been assigned within the limit of the maximum score indicated in column 'q' of the table shall be carried out by applying the following formula:

$$P_i = q_{imax} * (O_i / O_{imax}) \text{ for subcriteria 1.1, 1.2 and 1.3}$$

where

P_i is the score to attribute to the single i -th competitor; the relation to a specific sub-criterion q_{imax} is the maximum score attributable to the single sub-criterion

O_{imax} is the highest bid parameter received among the bidders;

O_{imin} is the lowest bid parameter received among bidders; O_i is the parameter offered by the i -th competitor

In particular:

- c) the assessment of the subcriteria under point 1.1 ("*Increase in total passengers*") will be carried out by valuing the number of passengers on the total flights that the competitor indicates in its Technical Bid that it can increase in the four-year period 2019, 2020, 2021 and 2022. The maximum score provided for the evaluation of this sub-criterion will then be attributed, by applying the above formula for the so-called quantitative subcriteria (column "q") to the bid that will indicate the highest total value of passengers in the four-year period in question as indicated in the form attached to these rules under Annex 3.1;
- d) the assessment of the sub-criteria in point 1.2 ("*Improvement of EBITDA*") will be carried out by valuing the improvement in EBITDA that the competitor in its Technical Bid indicates it can achieve in the four-year period 2019, 2020, 2021 and 2022, based on the Business Plan put out to tender. The maximum score provided for the evaluation of this sub-criterion will then be attributed, by applying the above formula for the so-called quantitative subcriteria (column "q") to the bid that will indicate the highest mean EBITDA in the four-year period in question as indicated in the form attached to these rules under Annex 3.3; It should be noted that, for the purposes of enhancing the value of this sub-criterion, the EBITDA to be taken as a reference in the technical bid must not take into account the regional grants pursuant to Regional Law No. 12/2010 or any self-financed costs for contributions to traffic development used solely to replace (to the same extent) the regional grants if not paid in part or in full. The above items (self-financed traffic development grants and regional grants pursuant to Regional Law no. 12/2010), must however be detailed in the technical bid in relation to the relative methods of us



- e) the assessment of the subcriteria set out in point 1.3 ("Improvement in the value of interventions") will be carried out by valuing the investments that the competitor indicates in its Technical Bid that it can increase in the years 2020, 2021 and 2022, based on the Company's Four-Year Interventions Plan 2016 - 2019 approved by ENAC and the investment forecasts for the four-year period 2020 - 2023 set out in the Company's Business Plan. The maximum score provided for the evaluation of this subcriterion will then be attributed, by applying the above formula for the so-called quantitative subcriteria (column "q") to the bid that will indicate the highest total investment value in the three-year period in question as indicated in the form attached to this specification under Annex 3.3;

At the end of the evaluation of each criterion, each bid will be assigned the overall score for the technical bid resulting from the sum of the scores awarded for each sub-criterion.

16.2 Criteria for the evaluation of the Economic Bid and method of assignment of the coefficient for the calculation of the Economic Bid score

The score of the Economic Bid is attributed based on the assessment criteria listed in the table below with the relative distribution of scores.

No.	Assessment Criterion	Maximum Score
1	Price for Shares	25

The assessment of the subcriteria referred to in no. 1 of the above table will be based on the documentation that competitors must submit pursuant to the provisions of point 14.2 above, envelope "C - ECONOMIC BID" of these Tender Rules, and, therefore, based on the statement showing the price offered for the Shares. The maximum score for this criterion will be awarded to the competitor who has offered the highest Share Price. For the other bids, the score will be determined proportionally according to the following formula:

$$P_i = P_{max} * (O_i / O_{max})$$

where

P_i is the score to attribute to the single i -th competitor; the relation to a specific sub-criterion P_{max} is

the maximum score attributable to the single subcriterion

O_{max} is the highest bid parameter received among bidders; O_i

is the parameter offered by the i -th bidder

At the end of the assessments, the Tender will be awarded to the tenderer who, having added to the scores assigned to the technical and economic bids, will have obtained the highest overall score.

17. CONDUCT OF THE TENDER PROCEEDING



The conduct of procedural activities is the responsibility of the Tender Chair (hereinafter referred to as the "Chair").

The Tender Panel is appointed, in accordance with the Code, after the deadline for submission of tenders and is composed of an odd number of 3 (three) members, experts in the specific field to which the Tender refers. The members of the panel must not have any impediment to appointment pursuant to article 77(9) of the Code. To this end, they shall issue a declaration to the Contracting Authority. The Contracting Authority shall publish the composition of the Tender Panel and the CV's of the members in accordance with article 29 of the Code on its Internet website under the section "Amministrazione Trasparente" (Transparent Administration).

The first public meeting shall be held at the registered office of the Company at the address referred to in paragraph 2 above on 14/01/2019 at 11.00 a.m. and may be attended by the legal representatives of the companies concerned or by persons holding specific proxies conferred on them by such legal representatives. The tender operations may be updated to another time or to following days.

The venue and time of the subsequent public meetings will be communicated to the competitors who have submitted a bid by the "Procedure Communication" function of the e-procurement system of the Company at least 2 (two) days before the fixed date.

During the first public meeting, the Chair will verify through the e-procurement system of the Company, the correct receipt of the bids and the presence and validity of the digital signature applied on the bid document generated by the e-procurement system and, for each bidder, to open the telematic envelope containing the Administrative Documentation confirming the documents thereby contained and the presence of the digital signature.

Then, the Chair shall:

- a) verify compliance of the administrative documentation with the requirements of these Rules;
- b) activate the preliminary assistance procedure if the conditions set forth in Article 83(9) of the Code are met;
- c) draw up appropriate minutes relating to the activities carried out;
- d) adopt the measure that determines the exclusions and admissions from the tender proceeding, also providing for the obligations referred to in Article 29(1) of the Code.

In the same session, or in the following (in any case public) session, if the preliminary assistance procedure has been initiated, the Chair shall deliver the documents to the Tender Panel. The latter, in public session, will open the telematic envelope concerning the technical bid of the admitted competitors and verify whether the documents contained therein are correct and complete.

In order to protect the principle of the secrecy of the bids, the contracting authority adopts the following measures: technical and economic bids remain unopened in the system and thus their content shall not be visible by the RUP, by the Contracting Authority, by the other bidders or by third parties.

Pursuant to article 85(5)(1) of the Code, the Contracting Authority reserves the right to ask tenderers, at any time during the proceeding, to submit all or part of the additional documents, if this is necessary to ensure the proper conduct of the proceeding.

In one or more reserved sessions, the Tender Panel will examine the technical documentation submitted by the competitors and assign the scores relating to the technical bid according to the criteria set out in point 16 above of these Rules.



At the end of the assessment of the technical bids, in public session, the Panel will communicate the scores awarded to the technical bids and will open the telematic economic bids and then evaluate them according to the criteria set out in point 16 above of these Rules.

Where it is established, based on unambiguous elements, that there are tenders which have not been drawn up independently, or which are attributable to a single decision-making centre, competitors for whom this condition has been established shall be excluded.

In the event that the bids of two or more competitors obtain the same overall score, but with different scores for the price and for all the other assessment elements, the competitor who obtained the best score on the technical bid will be placed first in the ranking. In the event that the bids of two or more tenderers obtain the same overall score and the same partial scores for the price and the technical bid, a draw shall be made.

On completion of the above operations, the Panel shall, in public session, draw up the final merit list and formulate the proposal for the award of the contract to the tenderer who, after adding the scores awarded to the technical and financial bids, has obtained the highest overall score and therefore submitted the best bid, closing the tender operations and sending all the documents and tender documents to the Sole Procedure Manager for subsequent obligations.

The Contracting Authority then verifies the general and special requirements of the tenderer to whom the Contracting Authority has decided to award the Tender, requesting the latter to submit the documents referred to in Article 86 of the Code, in order to prove the absence of the reasons for exclusion referred to in Article 80 and of the admission requirements.

The contracting authority, after verifying and approving the award proposal in accordance with articles 32(5) and 33(1) of the Code, awards the Tender.

The award becomes effective, pursuant to article 32(7) of the Code, upon the positive outcome of the check that the successful tenderer meets the prescribed requirements.

If the checks are unsuccessful, the Contracting Authority shall revoke the award, notify ANAC and seize the provisional surety. The Contracting Authority shall then award the tender to the second tenderer in the ranking and will also proceed with the checks within the terms indicated above.

In the event that the Tender cannot be awarded either to the competitor in second place in the ranking, the Tender shall be awarded, in the terms mentioned above, scrolling down the ranking.

The stipulation of the contract is subject to the positive outcome of the procedures provided for by the regulations in force on the fight against the mafia, without prejudice to the provisions of Article 88(4-bis) and 89 and Article 92(3) of Italian Legislative Decree no. 159/2011.

Pursuant to Article 93(6) and (9) of the Code, the provisional surety will be released automatically at the time of the conclusion of the contract to the successful bidder; it will be released promptly and in any case within thirty days of the communication of the award to the other competitors.

The Investment Agreement may not be entered into earlier than 35 days after the last notice of the award decision has been sent.



The stipulation will take place within 60 days of the effective date of the award pursuant to article 32(8) of the Code, unless deferment is expressly agreed with the successful tenderer.

Costs relating to the publication of the call and of the notice on the results of the tender proceeding, pursuant to Article 216(11) of the Code and the Ministerial Decree of 2 December 2016 (OJ 25.1.2017 n. 20), shall be borne by the successful bidder and shall be reimbursed to the Contracting Authority within sixty days of the award. The presumed amount of publication costs is € 15,000.00 (€ 15,000.00). The contracting authority shall inform the successful tenderer of the actual amount of the above costs and of the method of payment. The successful tenderer shall also be responsible for all contractual costs, taxes such as duties and fees - including registration fees where due - relating to the conclusion of the Investment Agreement.

Index of Annexes to the Tender Rules:

1. Application Form Facsimile;
2. ESPD;
3. Facsimile of summary tables of the technical bid in relation to sub-criteria nos. 1.1, 1.2, and 1.3 (included among the Due Diligence Documents referred to in point 15 of these Tender Rules);
4. Facsimile of economic bid;
5. Facsimile of declaration pursuant to Italian Presidential Decree no. 445/2000 for the purposes of access to the data room;
6. Commitment to confidentiality;
7. Data room regulation;
8. E-procurement system use regulations



Annex 1

SINGLE COMPETITOR APPLICATION

To
Aeroporto Friuli-Venezia Giulia
S.p.A.
Via Aquileia, 46
34077 – Ronchi dei Legionari (GO)

SUBJECT: Open procedure for the sale of 55% of the share capital of the company Aeroporto Friuli Venezia Giulia S.p.A. (currently wholly owned by the Autonomous Region of Friuli Venezia Giulia).

TIC: [•]

I, the undersigned, _____ born on _____ in
(_____) Tax Identification No. _____ in the capacity as _____
of the company _____ with registered office in _____ ()
address _____ no. ____ (Postal Code _____)
tel _____ e-mail _____ certified email _____
, Tax Identification No. _____, VAT no. _____

REQUEST

to participate, as an individual undertaking, in the tender proceeding referred to in the subject. To this end,
I DECLARE

- that I meet the eligibility requirements and the economic, financial and technical/organisational capacity requirements set out in the tender rules, as per the relevant ESPD;
- that I have been fully informed of the tender documents, including all the documents included in the data room referred to in Article 15 of the tender rules, and therefore of all the circumstances that may affect the purchase of the Shareholding;
- that I accept, without any condition or reservation, all the rules and provisions contained in the tender documentation, including all the documentation included in the data room referred to in Article 15 of the tender rules, which I undertake to comply with;
- that I have carried out an in-depth study of the tender documentation, including all the documentation included in the data room referred to in Article 15 of the tender rules, and that it is adequate for the purpose of submitting the tender;
- that I have read and taken into account, in formulating my bid, all the contents of the tender documentation, including all the documentation included in the data room referred to in Article 15 of the tender rules, and, therefore, that I have an overall



appropriate knowledge of all the circumstances, none excluded, that may have influenced or may influence the purchase of the Shareholding and the determination of my bid and that I, therefore, deem the economic bid submitted to be congruous;

- that the bid is to be considered irrevocable and firm for 180 days and that I undertake to renew it and keep it firm for a further 60 days in the event that the final award of the tender has not taken place in the meantime;
- that I expressly authorise the Contracting Authority to send communications relating to this proceeding to:

Domicile of choice	
E-mail address	
PEC certified email address	
Fax number	

-
- that, pursuant to and for the purposes of Italian Legislative Decree no. 196/2003, by signing this application and participating in the tender proceeding referred to in the subject, I consent to the processing of data for the purposes and conduct of the tender proceeding.

(place)/(date)

(digital signature)

COMPILATION NOTES

for compilation:

- a) tick the boxes corresponding to the declarations to be made;
- b) in the case of signature by a proxy, a photocopy of the deed of conferral of power must be attached;



Annex 1

APPLICATION FOR PARTICIPATION IN A GROUPING

To
Aeroporto Friuli-Venezia Giulia
S.p.A.
Via Aquileia, 46
34077 – Ronchi dei Legionari (GO)

Subject: Open procedure for the sale of 55% of the share capital of the company Aeroporto Friuli Venezia Giulia S.p.A. (currently wholly owned by the Autonomous Region of Friuli Venezia Giulia).

TIC: [•]

- The undersigned _____ born on _____ in _____
_____ () Tax Identification No. _____ in the capacity as
of the undertaking _____
- _____ with registered office in _____ ()
address _____ n. _____ (Postal Code _____) tel. _____
tel. _____ e-mail _____,
pec certified email _____,
Tax Identification No. _____, VAT no. _____,
request

to participate, as a grouping, in the tender proceeding referred to
in the subject. To this end,

they declare

- to undertake to set up - in the event of a final award and within 10 days of its notification - a special purpose vehicle (hereinafter referred to as "Newco") which will purchase the Shareholding;
- that the Newco's majority shareholder will be the representative;
- the representative and the principal shall be jointly and severally liable for all obligations arising out of the call for tenders and for any obligations arising for the NewCo.



Also,

they declare

- that I meet the eligibility requirements and the economic, financial and technical/organisational capacity requirements set out in the tender rules, as per the relevant ESPD;
- that I have been fully informed of the tender documents, including all the documents included in the data room referred to in Article 15 of the tender rules, and therefore of all the circumstances that may affect the purchase of the Shareholding;
- that I accept, without any condition or reservation, all the rules and provisions contained in the tender documentation, including all the documentation included in the data room referred to in Article 15 of the tender rules, which I undertake to comply with;
- that I have carried out an in-depth study of the tender documentation, including all the documentation included in the data room referred to in Article 15 of the tender rules, and that it is adequate for the purpose of submitting the tender;
- that I have read and taken into account, in formulating my bid, all the contents of the tender documentation, including all the documentation included in the data room referred to in Article 15 of the tender rules, and, therefore, that I have an overall appropriate knowledge of all the circumstances, none excluded, that may have influenced or may influence the purchase of the Shareholding and the determination of my bid and that I, therefore, deem the economic bid submitted to be congruous;
- that the bid is to be considered irrevocable and firm for 180 days and that I undertake to renew it and keep it firm for a further 60 days in the event that the final award of the tender has not taken place in the meantime;
- that I expressly authorise the Contracting Authority to send communications relating to this proceeding to:

Domicile of choice	
E-mail address	
PEC certified email address	
Fax number	

-
- that, pursuant to and for the purposes of Italian Legislative Decree no. 196/2003, by signing this application and participating in the tender proceeding referred to in the subject, I consent to the processing of data for the purposes and conduct of the tender proceeding.

(place)/(date)

(digital signature)

COMPILATION NOTES

- a) tick the boxes corresponding to the declarations to be made;
- b) in the case of signature by a proxy, a photocopy of the deed of conferral of power must be attached;



Annex Sub 2

TEMPLATE OF THE EUROPEAN SINGLE PROCUREMENT DOCUMENT (ESPD) FORM

Part I: Information concerning the procurement procedure and the contracting authority or contracting entity

For procurement procedures in which a call for competition has been published in the **Official Journal of the European Union**, the information required under Part I will be automatically retrieved, provided that the electronic ESPD service is used to generate and fill in the ESPD ⁽¹⁾. Reference of the relevant notice⁽²⁾, published in the **Official Journal of the European Union**:

OJEU S number[], date [], page[],

Notice number in the OJ S: [][][][]/S [][][]-[][][][][][]

If there is no call for competition in OJEU, the contracting authority or contracting entity must fill in the information allowing the procurement procedure to be unequivocally identified.

In case the publication of a notice in the Official Journal of the European Union is not required, please give other information allowing the procurement procedure to be unequivocally identified (e.g., reference of a publication at a national level): [.....]

INFORMATION ABOUT THE PROCUREMENT PROCEDURE

The information required under Part I will be automatically retrieved, provided that the above-mentioned electronic ESPD-service is used to generate and fill in the ESPD. If not, this information must be filled in by the economic operator.

Identity of the procurer ()	Answer:
Name: Tax Identification No.	[] []
Which procurement is concerned?	Answer:
Title or short description of the procurement ():	[]
File reference number attributed by the contracting authority or contracting entity (if applicable) ():	[]
TIC	[]
CUP (Single Project Code) (where applicable)	[]
Project code (where the procurement is financed or co-financed by European funds)	[]

All other information in all sections of the ESPD is to be filled in by the economic operator

(1) Commission Services will make the electronic ESPD-service available, free of charge, for contracting authorities, contracting entities, economic operators, providers of electronic services and other interested parties.

(2) For contracting authorities: either a Prior Information Notice used as a means of calling for competition or a Contract Notice. For contracting entities: a Periodic Indicative Notice used as a means of calling for competition, a Contract Notice or a Notice on the Existence of a Qualification System.



Part II: Information concerning the economic operator

A: INFORMATION ABOUT THE ECONOMIC OPERATOR

Identification	Answer:
Name:	[]
VAT number, if applicable: If no VAT-number is applicable, please indicate another national identification number, if required and applicable	[] []
Postal address:	[.....]
Contact person or persons (): Telephone: PEC certified e-mail or e-mail: Internet address (web address) (if applicable):	[.....] [.....] [.....] [.....]
General information:	Answer:
Is the economic operator a Micro, a Small or a Medium-Sized Enterprise ()?	[] Yes [] No
Only in case the procurement is reserved (): is the economic operator a sheltered workshop, a 'social business' () or will it provide for the performance of the contract in the context of sheltered employment programmes (article 112 of the Code)?	[] Yes [] No
If yes, what is the corresponding percentage of disabled or disadvantaged workers?	[.....]
If required, please specify which category or categories of disabled or disadvantaged workers the employees concerned belong to:	[.....]



<p>If applicable, is the economic operator registered on an official list of approved economic operators or does it have an equivalent certificate (e.g. under a national (pre)qualification system) pursuant to article 90 of the Code?</p> <p>If yes:</p> <p>Please answer the remaining parts of this Section, Sections B and, where relevant, C of this Part, complete Part V, where applicable, and, in any case, fill in and sign Part VI.</p> <p>a) Please provide the name of the list or certificate and the relevant registration or certification number, if applicable:</p> <p>b) If the certificate of registration or certification is available electronically, please state:</p> <p>c) Please state the references on which the registration or certification is based, and, where applicable, the classification obtained in the official list ():</p> <p>d) Does the registration or certification cover all of the required selection criteria?</p> <p>If no:</p> <p>In addition, please complete the missing information in Part IV, Sections A, B, C or D as the case may be</p> <p>ONLY if this is required in the relevant notice or procurement documents:</p> <p>e) Will the economic operator be able to provide a certificate with regard to the payment of social security contributions and taxes or provide information enabling the contracting authority or contracting entity to obtaining it directly by accessing a national database in any Member State that is available free of charge?</p> <p>If the relevant documentation is available electronically, please indicate:</p> <p>If applicable: Does the economic operator, in the case of public works contracts worth more than EUR 150,000, hold a certificate issued by a SOA (designated attestation bodies), pursuant to Article 84 of the Code (ordinary sectors)?</p> <p>or,</p> <p>Does the economic operator hold an attestation issued within the framework of the qualification systems referred to in Article 134 of the Code, provided for the special sectors?</p> <p>If yes:</p> <p>1. Indicate the details of the certification (name of the attestation body or qualification system, number and date of attestation)</p> <p>b) If the qualification certificate is available electronically, please indicate:</p> <p>c) Where applicable, indicate the categories of qualification to which the attestation relates:</p> <p>d) Does the qualification certificate include all the required selection criteria?</p> <p><small>It should be noted that economic operators, registered in the lists referred to in Article 90 of the Code or holding an SOA qualification certificate (for work exceeding 150,000 euros) referred to in Article 84 or an attestation issued by qualification systems as per Article 134 of the Code, do not fill out Sections B and C of Part IV.</small></p>	<p><input type="checkbox"/> Si <input type="checkbox"/> No <input type="checkbox"/> Not applicable</p> <p>a) [.....]</p> <p>(b) (web address, issuing authority or body, precise reference of the documentation): [.....][.....][.....][.....]</p> <p>c) [.....]</p> <p>d) <input type="checkbox"/> Yes <input type="checkbox"/> No</p> <p>e) <input type="checkbox"/> Yes <input type="checkbox"/> No</p> <p>(web address, issuing authority or body, precise reference of the documentation) [.....][.....][.....][.....]</p> <p><input type="checkbox"/> Yes <input type="checkbox"/> No</p> <p><input type="checkbox"/> Yes <input type="checkbox"/> No</p> <p>a) [.....]</p> <p>(b) (web address, issuing authority or body, precise reference of the documentation): [.....][.....][.....][.....]</p> <p>c) [.....]</p> <p>d) <input type="checkbox"/> Yes <input type="checkbox"/> No</p>	2 7
Form of participation:	Answer:	



Is the economic operator participating in the procurement procedure together with others ()?	<input type="checkbox"/> Yes <input type="checkbox"/> No
If yes, please ensure that the others concerned provide a separate ESPD form.	
<p>If yes:</p> <p>(a) Please indicate the role of the economic operator in the group, i.e., consortium, EEIG, business network referred to in Article 45(2)(d), (e), (f) and (g) and Article 46(1)(a), (b), (c), (d) and (e) of the Code (leader, responsible for specific tasks, etc.):</p> <p>(b) Please identify the other economic operators participating in the procurement procedure together:</p> <p>(c) Where applicable, name of the participating group:</p> <p>(d) If applicable, indicate the names of the economic operators who are members of a consortium as referred to in Article 45(2)(b) and (c) or of a company of professionals referred to in Article 46(1)(f) performing the services forming the subject of the contract.</p>	<p>a): [.....]</p> <p>b): [.....]</p> <p>c): [.....]</p> <p>d): [.....]</p>
Lots	Answer:
Where applicable, indication of the lot(s) for which the economic operator wishes to tender:	<input type="checkbox"/>

B: INFORMATION ABOUT REPRESENTATIVES OF THE ECONOMIC OPERATOR

Where applicable, please indicate the name(s) and address(es) of the person(s) empowered to represent the economic operator for the purposes of this procurement procedure; if more than one legal representative is involved, repeat as many times as necessary.

Representatives, if any:	Answer:
Full name; accompanied by the date and place of birth, if required:	[.....]; [.....]
Position/Acting in the capacity of:	[.....]
Postal address:	[.....]
Telephone:	[.....]
E-mail:	[.....]
If needed, please provide detailed information on the representation (its forms, extent, purpose, joint signature):	[.....]

C: INFORMATION ABOUT RELIANCE ON THE CAPACITIES OF OTHER ENTITIES (Article 89 of the Code - Reliance)

Reliance:	Answer:
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<p>Does the economic operator rely on the capacities of other entities in order to meet the selection criteria set out under Part IV and the criteria and rules (if any) set out under Part V below?</p> <p>If yes,</p> <p>Enter the names of the economic operators to be used:</p> <p>Indicate the reliance requirements to be used:</p>	<p><input type="checkbox"/> Yes <input type="checkbox"/> No</p> <p>[.....]</p> <p>[.....]</p>
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If yes, please provide a separate ESPD form setting out the information required under Sections A and B of this Part and Part III for each of the entities concerned, duly filled in and signed by the entities concerned.
 Please note that this should also include any technicians or technical bodies, not belonging directly to the economic operator's undertaking, especially those responsible for quality control, and, in the case of public works contracts, the technicians or technical bodies upon whom the economic operator can call in order to carry out the work.

D: INFORMATION CONCERNING SUBCONTRACTORS ON WHOSE CAPACITY THE ECONOMIC OPERATOR DOES NOT RELY (SEE ARTICLE 105 OF THE CODE - SUBCONTRACTING)

(Section to be filled-in only if this information is explicitly required by the contracting authority or contracting entity).

Subcontracting:	Answer:
<p>Does the economic operator intend to subcontract any share of the contract to third parties?</p> <p>If yes,</p> <p>List the services or works you intend to subcontract and their share (expressed as a percentage) of the contract amount:</p> <p>If the conditions set out in Article 105(6) of the Code are met, indicate the name of the proposed subcontractors:</p>	<p><input type="checkbox"/> Yes <input type="checkbox"/> No</p> <p>[.....] [.....]</p> <p>[.....]</p>

If the contracting authority or contracting entity explicitly requests this information in addition to the information under this section, please provide the information required under Sections A and B of this Part, Part III, Part IV where relevant and Part VI for each of the (categories of) subcontractors concerned.



PART III: EXCLUSION GROUNDS (Article 80 of the Code)

**A: GROUNDS RELATING TO CRIMINAL
CONVICTIONS**

Article 57, paragraph 1 of Directive 2014/24/EU sets the following reasons for exclusion (Article 80(1) of the Code):

1. Participation in a criminal organisation ⁽³⁾
2. Corruption⁽⁴⁾
3. Fraud⁽⁵⁾;
4. Terrorist offences or offences linked to terrorist activities ⁽⁶⁾;
5. Money laundering or terrorist financing ⁽⁷⁾;
6. Child labour and other forms of trafficking in human beings⁽⁸⁾ CODE

7. Any other crime from which the inability to contract with the public administration (letter g) of Article 80(1) of the Code) derives as an accessory punishment;

<p>Grounds relating to criminal convictions under national provisions implementing the grounds set out in Article 57(1) of the Directive (Article 80(1) of the Code):</p>	<p>Answer:</p>
<p>Have the persons referred to in Article 80(3) of the Code been convicted by a final judgement or criminal decree that has become irrevocable or a judgement applying the penalty required under Article 444 of the Code of Criminal Procedure for one of the reasons indicated above by a conviction rendered no more than five years ago or, regardless of the date of the conviction, following which a period of exclusion established directly in the conviction or inferable pursuant to Article 80(10) is still applicable?</p>	<p><input type="checkbox"/> Yes <input type="checkbox"/> No</p> <p>If the relevant documentation is available electronically, please indicate: (web address, issuing authority or body, precise reference of the documentation):</p> <p>[.....][.....][.....][.....] ()</p>
<p>If yes, please indicate ():</p> <p>a) the date of the conviction, of the penal decree of conviction or of the sentence of application of the penalty on request, the relative length and the crime committed among those referred to in Article 80(1)(a) to (g) of the Code and the reason(s) for the conviction,</p> <p>b) Identify who has been convicted [];</p> <p>c) Insofar as established directly in the conviction:</p>	<p>(a) Date:[], length [], letter paragraph 1, Article 80 [], reasons:[]</p> <p>(b) [.....]</p> <p>c) length of the period of exclusion [.....], letter paragraph 1, article 80 [],</p>

(3) As defined in Article 2 of Council Framework Decision 2008/841/JHA of 24 October 2008 on the fight against organised crime (OJ L 300, 11.11.2008, p. 42).

(4) As defined in Article 3 of the Convention on the fight against corruption involving officials of the European Communities or officials of Member States of the European Union, (OJ C 195, 25.6.1997, p. 1, and in Article 2(1) of Council Framework Decision 2003/568/JHA of 22 July 2003 on combating corruption in the private sector (OJ L 192, 31.7.2003, p. 54). This exclusion ground also includes corruption as defined in the national law of the contracting authority (contracting entity) or the economic operator.

(5) Within the meaning of Article 1 of the Convention on the protection of the European Communities' financial interests (OJ C 316, 27.11.1995, p. 48).

(6) As defined in Articles 1 and 3 of Council Framework Decision of 13 June 2002 on combating terrorism (OJ L 164, 22.6.2002, p. 3). This exclusion ground also includes inciting or aiding or abetting or attempting to commit an offence, as referred to in Article 4 of that Framework Decision.

(7) As defined in Article 1 of Directive 2005/60/EC of the European Parliament and of the Council of 26 October 2005 on the prevention of the use of the financial system for the purpose of money laundering and terrorist financing (OJ L 309, 25.11.2005, p. 15).

(8) As defined in Article 2 of Directive 2011/36/EU of the European Parliament and of the Council of 5 April 2011 on preventing and combating trafficking in human beings and protecting its victims, and replacing Council Framework Decision 2002/629/JHA (OJ L 101, 15.4.2011, p. 1).



In case of convictions, has the economic operator taken measures to demonstrate its reliability despite the existence of a relevant ground for exclusion ('Self-Cleaning', see article 80(7))?	<input type="checkbox"/> Yes <input type="checkbox"/> No
<p>If yes, please indicate:</p> <p>1) has the final conviction recognised the mitigating effect of cooperation as defined by the individual cases of crime?</p> <p>2) Does the final conviction provide for a maximum prison term of 18 months?</p> <p>3) if yes, for cases 1) and/or 2), have the persons referred to in Article 80(3) of the Code:</p> <ul style="list-style-type: none"> - fully compensated for damages? - formally undertaken to pay compensation for damages? <p>4) for cases 1) and 2), has the economic operator adopted measures of a technical or organisational nature and relating to personnel suitable for preventing further offences or offences?</p> <p>5) if the convictions have been issued against the ceased persons referred to in Article 80(3), indicate the measures demonstrating complete and effective dissociation from the conduct sanctioned by criminal law:</p>	<p><input type="checkbox"/> Yes <input type="checkbox"/> No</p> <p><input type="checkbox"/> Yes <input type="checkbox"/> No</p> <p><input type="checkbox"/> Yes <input type="checkbox"/> No</p> <p><input type="checkbox"/> Yes <input type="checkbox"/> No</p> <p><input type="checkbox"/> Yes <input type="checkbox"/> No</p> <p>If yes, list the relevant documents <input type="checkbox"/> and if the relevant documentation is available electronically, please indicate: (web address, issuing authority or body, precise reference of the documentation):</p> <p>[.....][.....][.....][.....]</p> <p>[.....]</p>

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B: GROUNDS RELATING TO THE PAYMENT OF TAXES OR SOCIAL SECURITY CONTRIBUTIONS

Payment of taxes or social security contributions (Article 80(4) of the Code):	Answer:		
Has the economic operator met all its obligations relating to the payment of taxes or social security contributions, both in the country in which it is established and in Member State of the contracting authority or contracting entity if other than the country of establishment?	<input type="checkbox"/> Yes <input type="checkbox"/> No		
	<table border="1"> <tr> <td>Taxes</td> <td>Social contributions</td> </tr> </table>	Taxes	Social contributions
Taxes	Social contributions		



<p>If not, please indicate:</p> <p>a) Country or Member State concerned;</p> <p>b) what is the amount concerned;</p> <p>c) How has this breach of obligations been established:</p> <p>1) through a judicial or administrative decision:</p> <p>a. Is this decision final and binding?</p> <p>b. Please indicate the date of conviction or decision.</p> <p>c. In case of conviction, insofar as established <u>directly</u> therein, the length of the period of exclusion:</p> <p>2) by other means? Please specify:</p> <p>d) Has the economic operator fulfilled or will it fulfil its obligations by paying or entering into a binding arrangement with a view to paying the taxes or social security contributions due, including, where applicable, any interest accrued or fines, having made the payment or formalised the binding arrangement before the expiry of the deadline for the submission of the application (article 80(4), last sentence, of the Code)?</p>	<p>a) [.....]</p> <p>b) [.....]</p> <p>c1) <input type="checkbox"/> Yes <input type="checkbox"/> No - <input type="checkbox"/> Yes <input type="checkbox"/> No - [.....]</p> <p>- [.....]</p> <p>c2) [.....]</p> <p>d) <input type="checkbox"/> Yes <input type="checkbox"/> No</p> <p>If yes, please provide details: [.....]</p>	<p>a) [.....]</p> <p>b) [.....]</p> <p>c1) <input type="checkbox"/> Yes <input type="checkbox"/> No - <input type="checkbox"/> Yes <input type="checkbox"/> No - [.....]</p> <p>- [.....]</p> <p>c2) [.....]</p> <p>d) <input type="checkbox"/> Yes <input type="checkbox"/> No</p> <p>If yes, please provide details: [.....]</p>
<p>If the relevant documentation concerning payment of taxes or social contributions is available electronically, please indicate:</p>	<p>(web address, issuing authority or body, precise reference of the documentation):</p> <p>[.....][.....][.....]</p>	

C: GROUNDS RELATING TO INSOLVENCY, CONFLICTS OF INTERESTS OR PROFESSIONAL MISCONDUCT ⁽⁹⁾

Please note that, for the purpose of this procurement, some of the following exclusion grounds may have been defined more precisely, in national law, in the relevant notice or the procurement documents. Thus, national law may for instance provide that the notion of 'grave professional misconduct' may cover several different forms of conduct.

<p>Information concerning possible insolvency, conflict of interest or professional misconduct</p>	<p>Answer:</p>
<p>Has the economic operator, to its knowledge,</p>	<p><input type="checkbox"/> Yes <input type="checkbox"/> No</p>

⁽⁹⁾ See Article 57(4) of Directive 2014/24/EU.



<p>breached its obligations in the fields of environmental, social and labour law, () referred to in Article 80(5)(a) of the Code?</p> <p>If yes, has the economic operator taken measures to demonstrate its reliability despite the existence of this ground for exclusion ('Self-Cleaning, see Article 80(7))?</p> <p>If yes, please indicate:</p> <p>1) Has the economic operator</p> <ul style="list-style-type: none"> - fully compensated for damages? - formally undertaken to pay compensation for damages? <p>2) Has the economic operator adopted measures of a technical or organisational nature and relating to personnel capable of preventing further offences or crimes?</p>	<p><input type="checkbox"/> Yes <input type="checkbox"/> No</p> <p><input type="checkbox"/> Yes <input type="checkbox"/> No</p> <p><input type="checkbox"/> Yes <input type="checkbox"/> No</p> <p><input type="checkbox"/> Yes <input type="checkbox"/> No</p> <p>If yes, list the relevant documents <input type="checkbox"/> and if the relevant documentation is available electronically, please indicate: (web address, issuing authority or body, precise reference of the documentation):</p> <p>[.....][.....][.....][.....]</p>
<p>Is economic operator in one of the following situations or subject to a procedure to establish one of the following situations referred to in Article 80(5)(b) of the Code:</p> <p>a) Bankrupt</p> <p>If yes,</p> <p>1 has the receiver been authorised to carry out business on a temporary basis and has he been authorised by the delegated judge to participate in procedures for the award of public contracts (article 110(3)(a) of the Code)?</p> <p>2 was participation in the award procedure made conditional, pursuant to Article 110(5), on the reliance of another economic operator?</p> <p>b) the subject of winding-up proceedings</p> <p>c) arrangement with creditors</p> <p>d) the subject of an agreement among creditors enabling the continuity of the business</p> <p>If the answer to letter (d) is yes:</p> <p>3. has he been authorised by the delegated judge pursuant to article 110(3)(a) of the Code?</p> <p>4. was participation in the award procedure made conditional, pursuant to Article 110(5), on the reliance of another economic operator?</p>	<p><input type="checkbox"/> Yes <input type="checkbox"/> No</p> <p><input type="checkbox"/> Yes <input type="checkbox"/> No</p> <p>If yes, please indicate the details of the measures [.....][.....]</p> <p><input type="checkbox"/> Yes <input type="checkbox"/> No</p> <p>If yes, please indicate the auxiliary company [.....]</p> <p><input type="checkbox"/> Yes <input type="checkbox"/> No</p> <p><input type="checkbox"/> Yes <input type="checkbox"/> No</p> <p><input type="checkbox"/> Yes <input type="checkbox"/> No</p> <p><input type="checkbox"/> Yes <input type="checkbox"/> No</p> <p><input type="checkbox"/> Yes <input type="checkbox"/> No</p> <p>If yes, please indicate the auxiliary company [.....]</p>
<p>Is the economic operator guilty of grave professional misconduct() referred to in Article 80(5)(c) of the Code?</p> <p>If yes, please provide detailed information, specifying the type of offence:</p>	<p><input type="checkbox"/> Yes <input type="checkbox"/> No</p> <p>[.....]</p>



<p>If yes, has the economic operator taken self-cleaning measures?</p> <p>If yes, please indicate:</p> <p>1) Has the economic operator:</p> <ul style="list-style-type: none"> - fully compensated for damages? - formally undertaken to pay compensation for damages? <p>2) Has the economic operator adopted measures of a technical or organisational nature and relating to personnel capable of preventing further offences or crimes?</p>	<p><input type="checkbox"/> Yes <input type="checkbox"/> No</p> <p><input type="checkbox"/> Yes <input type="checkbox"/> No</p> <p><input type="checkbox"/> Yes <input type="checkbox"/> No</p> <p><input type="checkbox"/> Yes <input type="checkbox"/> No</p> <p>If yes, list the relevant documents <input type="checkbox"/> and if the relevant documentation is available electronically, please indicate: (web address, issuing authority or body, precise reference of the documentation):</p> <p>[.....][.....][.....][.....]</p>
<p>Is the economic operator aware of any conflict of interest() due to its participation in the procurement procedure (Article 80 (5) (d) of the Code)?</p> <p>If yes, please provide details on how the conflict of interest has been resolved:</p>	<p><input type="checkbox"/> Yes <input type="checkbox"/> No</p> <p>[.....]</p>
<p>Has the economic operator or an undertaking related to it advised the contracting authority or contracting entity or otherwise been involved in the preparation of the procurement procedure (Article 80(5)(e) of the Code)?</p> <p>If yes, please provide details of the measures taken to prevent possible distortions of competition:</p>	<p><input type="checkbox"/> Yes <input type="checkbox"/> No</p> <p>[.....]</p>
<p>Can the economic operator confirm that:</p> <p>a) It has not been guilty of serious misrepresentation in supplying the information required for the verification of the absence of grounds for exclusion or the fulfilment of the selection criteria,</p> <p>b) It has not withheld such information,</p>	<p><input type="checkbox"/> Yes <input type="checkbox"/> No</p> <p><input type="checkbox"/> Yes <input type="checkbox"/> No</p>



D: OTHER EXCLUSION GROUNDS THAT MAY BE FORESEEN IN THE NATIONAL LEGISLATION OF THE CONTRACTING AUTHORITY'S OR CONTRACTING ENTITY'S MEMBER STATE

<p>Purely national exclusion grounds (article 80(2) and (5)(f), (g), (h), (i), (l), and (m) of the Code and Article 53(16-ter) of Italian Legislative Decree 165/2001</p>	<p>Answer:</p>
<p>Is the economic operator a subject of forfeiture, suspension or prohibition, as provided for in Article 67 of Legislative Decree No. 159 of 6 September 2011, or of an attempt at mafia infiltration as provided for in Article 84(4) of the same decree, without prejudice to the provisions of Articles 88(4-bis) and 92(2) and (3) of Legislative Decree No. 159 of 6 September 2011, with reference respectively to anti-mafia communications and anti-mafia disclosures (Article 80(2) of the Code)?</p>	<p><input type="checkbox"/> Yes <input type="checkbox"/> No</p> <p>If the relevant documentation is available electronically, please indicate: (web address, issuing authority or body, precise reference of the documentation):</p> <p>[.....][.....][.....][.....] ()</p>



<p>Is the economic operator in one of the following situations?</p> <p>1. has he been subject to the disqualification sanction referred to in Article 9(2)(c) of Legislative Decree no. 231 of 8 June 2001 or another sanction that entails the prohibition of contracting with the public administration, including the disqualification measures referred to in Article 14 of Legislative Decree no. 81 of 9 April 2008 (Article 80(5)(f));</p> <p>2. is he entered in the computerised register kept by the ANAC Observatory for having submitted false declarations or false documents for the purpose of issuing the qualification certificate, for the period during which the registration lasts (Article 80(5)(g));</p> <p>3. has he violated the prohibition of trustee registration laid down in Article 17 of Law No. 55 of 19 March 1990 (Article 80(5)(h))?</p> <p>If yes: - indicate the date of the final determination and the issuing authority or body: - has the violation been removed?</p> <p>4. has he fulfilled any obligations concerning the right of disabled persons to work, as provided for in Law No. 68 of 12 March 1999 (Article 80(5)(i));</p> <p>5. was he a victim of the crimes provided for and punished by Articles 317 and 629 of the Criminal Code, aggravated pursuant to Article 7 of Decree-Law No 152 of 13 May 1991, converted, with amendments, by Law No. 203 of 12 July 1991?</p> <p>If yes, - has he reported the facts to judicial authorities? - do the cases provided for in article 4(1) of Law no. 689 of 24 November 1981 (article 80(5)(l) subsist)?</p> <p>6. in relation to another participant, is he in the same award procedure, in a control situation as referred to in Article 2359 of the Civil Code or in any relationship, even de facto, if the control situation or relationship implies that the tenders are attributable to a single decision-making centre (Article 80(5)(m))?</p>	<p><input type="checkbox"/> Yes <input type="checkbox"/> No</p> <p>If the relevant documentation is available electronically, please indicate: (web address, issuing authority or body, precise reference of the documentation): [.....][.....][.....]</p> <p><input type="checkbox"/> Yes <input type="checkbox"/> No</p> <p>If the relevant documentation is available electronically, please indicate: (web address, issuing authority or body, precise reference of the documentation): [.....][.....][.....]</p> <p>... <input type="checkbox"/> Yes <input type="checkbox"/> No</p> <p>[.....][.....][.....]</p> <p><input type="checkbox"/> Yes <input type="checkbox"/> No</p> <p>If the relevant documentation is available electronically, please indicate: (web address, issuing authority or body, precise reference of the documentation): [.....][.....][.....]</p> <p><input type="checkbox"/> Yes <input type="checkbox"/> No <input type="checkbox"/> Not bound by the provisions of Law 68/1999</p> <p>If the relevant documentation is available electronically, please indicate: (web address, issuing authority or body, precise reference of the documentation): [.....][.....][.....]</p> <p>If the operator is not required to comply with Law No 68/1999, indicate the reasons: (number of employees and/or other) [.....][.....][.....] <input type="checkbox"/> Yes <input type="checkbox"/> No</p> <p><input type="checkbox"/> Yes <input type="checkbox"/> No</p> <p><input type="checkbox"/> Yes <input type="checkbox"/> No</p> <p>If the relevant documentation is available electronically, please indicate: (web address, issuing authority or body, precise reference of the documentation): [.....][.....][.....]</p> <p><input type="checkbox"/> Yes <input type="checkbox"/> No</p>
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<p>7. Is the economic operator in the condition provided for by Article 53(16-ter) of Legislative Decree 165/2001 (pantouflage or revolving door) because it has concluded employment or self-employment contracts and, in any case, has assigned tasks to former employees of the contracting authority who have terminated their employment relationship for less than three years and who in the last three years of service have exercised authoritative or negotiating powers on behalf of the same contracting authority in relation to the same economic operator?</p>	<p><input type="checkbox"/> Yes <input type="checkbox"/> No</p>
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Part IV: Selection criteria

Concerning the selection criteria (Section \ or Sections A to D of this part), the economic operator declares that:

\: GLOBAL INDICATION FOR ALL SELECTION CRITERIA

The economic operator should only fill in this field in case the contracting authority or contracting entity has indicated in the relevant notice or in the procurement documents referred to in the notice that the economic operator can limit itself to filling in \Section a of Part IV without having to fill in any other Section of Part IV:

Meeting all required selection criteria	Answer
It satisfies the required selection criteria:	<input type="checkbox"/> Yes <input type="checkbox"/> No

A: SUITABILITY (Article 83(1)(a) of the Code)

The economic operator should only provide information where the selection criteria concerned have been required by the contracting authority or contracting entity in the relevant notice or in the procurement documents referred to in the notice.

Suitability	Answer
<p>(a) It is enrolled in the relevant professional or trade registers kept in the Member State of its establishment ()</p> <p>If the relevant documentation is available electronically, please indicate:</p>	<p>[.....]</p> <p>(web address, issuing authority or body, precise reference of the documentation):</p> <p>[.....][.....][.....]</p>
<p>b) For service contracts:</p> <p>Is a particular authorisation or membership of a particular organisation (lists, registers, etc.) in order to be able to perform the service in question in the country of establishment of the economic operator?</p> <p>If the relevant documentation is available electronically, please indicate:</p>	<p><input type="checkbox"/> Yes <input type="checkbox"/> No</p> <p>If yes, please specify which and indicate whether the economic operator has it: [...] <input type="checkbox"/> Yes <input type="checkbox"/> No</p> <p>(web address, issuing authority or body, precise reference of the documentation):</p> <p>[.....][.....][.....]</p>



B: ECONOMIC AND FINANCIAL STANDING (Article 83(1)(b) of the Code)

The economic operator should only provide information where the selection criteria concerned have been required by the contracting authority or contracting entity in the relevant notice or in the procurement documents referred to in the notice.

Economic and financial standing	Answer:
<p>1a) Its ('general') yearly turnover for the number of financial years required in the relevant notice or the procurement documents is as follows:</p> <p>and/or,</p> <p>1b) Its average yearly turnover for the number of years required in the relevant notice or the procurement documents is as follows ():</p> <p>If the relevant documentation is available electronically, please indicate:</p>	<p>year:[.....]turnover:[.....][...]currency year:[.....]turnover:[.....][...]currency year:[.....]turnover:[.....][...]currency</p> <p>(number of years, average turnover):</p> <p>[.....],[.....][.....]currency</p> <p>(web address, issuing authority or body, precise reference of the documentation):</p> <p>[.....][.....][.....]</p>
<p>2a) Its yearly ('specific') turnover in the business area covered by the contract and specified in the relevant notice or the procurement documents for the number of financial years required is as follows:</p> <p>and/or,</p> <p>2b) Its average yearly turnover in the area and for the number of years required in the relevant notice or the procurement documents is as follows ():</p> <p>If the relevant documentation is available electronically, please indicate:</p>	<p>year:[.....]turnover:[.....][...]currency year:[.....]turnover:[.....][...]currency year:[.....]turnover:[.....][...]currency</p> <p>(number of years, average turnover):</p> <p>[.....],[.....][.....]currency</p> <p>(web address, issuing authority or body, precise reference of the documentation):</p> <p>[.....][.....][.....]</p>
<p>3) In case the information concerning turnover (general or specific) is not available for the entire period required, please state the date on which the economic operator was set up or started trading:</p>	<p>[.....]</p>
<p>4) Concerning the financial ratios () specified in the relevant notice or the procurement documents, pursuant to Article 83(4)(b) of the Code, the economic operator declares that the actual value(s) for the required ratio(s) is/are as follows:</p> <p>If the relevant documentation is available electronically, please indicate:</p>	<p>(identification of the required ratio- ratio between x and y () and the value)</p> <p>[.....], [.....] ()</p> <p>(web address, issuing authority or body, precise reference of the documentation):</p> <p>[.....][.....][.....]</p>
<p>5) The insured amount in its professional risk indemnity insurance is the following (Article 83(4)(c) of the Code):</p> <p>If this information is available electronically, please indicate:</p>	<p>[.....] [...] currency</p> <p>(web address, issuing authority or body, precise reference of the documentation): [.....] [.....] [.....]</p>



<p>(6) Concerning the other economic or financial requirements, if any, that may have been specified in the relevant notice or the procurement documents, the economic operator declares that:</p> <p>If the relevant documentation that may have been specified in the relevant notice or the procurement documents, is available electronically, please indicate:</p>	<p>[.....]</p> <p>(web address, issuing authority or body, precise reference of the documentation):</p> <p>[.....][.....][.....]</p>
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C: TECHNICAL AND PROFESSIONAL ABILITY (Article 83(1)(c) of the Code)

The economic operator should only provide information where the selection criteria concerned have been required by the contracting authority or contracting entity in the relevant notice or in the procurement documents referred to in the notice.

<p>Technical and professional ability</p>	<p>Answer:</p>								
<p>1a) For public works contracts only: During the reference period (), the economic operator has performed the following works of the specified type:</p> <p>If the relevant documentation concerning satisfactory execution and outcome for the most important works is available electronically, please indicate:</p>	<p>Number of years (this period is specified in the relevant notice or the procurement documents): [...]</p> <p>Works: [.....]</p> <p>(web address, issuing authority or body, precise reference of the documentation):</p> <p>[.....][.....][.....]</p>								
<p>1b) For public supply and public service contracts only:</p> <p>During the reference period, the economic operator has delivered the following principal deliveries of the type specified or provided the following main services of the type specified: When drawing up the list, please indicate the amounts, dates and recipients, whether public or private():</p>	<p>Number of years (this period is specified in the relevant notice or the procurement documents):</p> <p>[.....]</p> <table style="width: 100%; border-collapse: collapse;"> <thead> <tr> <th style="text-align: left;">Description</th> <th style="text-align: left;">amounts</th> <th style="text-align: left;">dates</th> <th style="text-align: left;">recipients</th> </tr> </thead> <tbody> <tr> <td style="height: 100px;">[.....]</td> <td></td> <td></td> <td></td> </tr> </tbody> </table>	Description	amounts	dates	recipients	[.....]			
Description	amounts	dates	recipients						
[.....]									
<p>2) It can call upon the following technicians or technical bodies (), especially those responsible for quality control:</p> <p>In the case of public works contracts, the economic operator will be able to call on the following technicians or technical bodies to carry out the work:</p>	<p>[.....]</p> <p>[.....]</p>								
<p>3) It uses the following technical facilities and measures for ensuring quality and its study and research facilities are as follows:</p>	<p>[.....]</p>								
<p>4) It will be able to apply the following supply chain management and tracking systems when performing the contract:</p>	<p>[.....]</p>								



<p>5) For the supply of complex products or services or, exceptionally, products or services required for a particular purpose:</p> <p>The economic operator will allow checks () to be conducted on the production capacities or the technical capacity of the economic operator and, where necessary, on the means of study and research which are available to it and on the quality control measures?</p>	<p><input type="checkbox"/> Yes <input type="checkbox"/> No</p>
<p>6) The following educational and professional qualifications are held by:</p> <p>a) The service provider or the contractor itself, and/or (depending on the requirements set out in the relevant notice or the procurement documents)</p> <p>b) the members of the technical/operational organisation/working groups:</p> <p>7) The economic operator may apply the following environmental management measures during the performance of the contract:</p>	<p>a) [.....]</p> <p>b) [.....]</p> <p>[.....]</p>
<p>8) The economic operator's average annual manpower and the number of managerial staff for the last three years were as follows:</p>	<p>Year, average annual manpower: [.....],[.....], [.....],[.....], [.....],[.....], Year, number of managerial staff [.....],[.....], [.....],[.....], [.....],[.....]</p>
<p>9) The following tools, plant or technical equipment will be available to it for performing the contract:</p>	<p>[.....]</p>
<p>10) The economic operator intends possibly to subcontract() the following proportion (i.e., percentage) of the contract:</p>	<p>[.....]</p>
<p>11) For public supply contracts:</p> <p>The economic operator will supply the required samples, descriptions or photographs of the products to be supplied, which do not need to be accompanied by certifications of authenticity;</p> <p>Where applicable, the economic operator furthermore declares that it will provide the required certificates of authenticity.</p> <p>If the relevant documentation is available electronically, please indicate:</p>	<p><input type="checkbox"/> Yes <input type="checkbox"/> No</p> <p><input type="checkbox"/> Yes <input type="checkbox"/> No</p> <p>(web address, issuing authority or body, precise reference of the documentation): [.....][.....][.....]</p>



<p>12) For public supply contracts:</p> <p>Can the economic operator provide the required certificates drawn up by official quality control institutes or agencies of recognised competence attesting the conformity of products clearly identified by references to the technical specifications or standards, which are set out in the relevant notice or the procurement documents?</p> <p>If not, please explain why and state which other means of proof can be provided:</p> <p>If the relevant documentation is available electronically, please indicate:</p>	<p><input type="checkbox"/> Yes <input type="checkbox"/> No</p> <p>[.....]</p> <p>(web address, issuing authority or body, precise reference of the documentation): [.....][.....][.....]</p>
<p>13) Concerning the other technical and professional requirements, if any, that may have been specified in the relevant notice or the procurement documents, the economic operator declares that:</p> <p>If the relevant documentation that may have been specified in the relevant notice or the procurement documents, is available electronically, please indicate:</p>	<p>[.....]</p> <p>(web address, issuing authority or body, precise reference of the documentation): [.....][.....][.....]</p>



D: QUALITY ASSURANCE SCHEMES AND ENVIRONMENTAL MANAGEMENT STANDARDS (ARTICLE 87 OF THE CODE)

The economic operator should only provide information where quality assurance schemes and/or environmental management standards have been required by the contracting authority or contracting entity in the relevant notice or in the procurement documents referred to in the notice.

Quality Assurance Schemes and Environmental Management Standards	Answer:
<p>Will the economic operator be able to produce certificates drawn up by independent bodies attesting that the economic operator complies with the required quality assurance standards, including accessibility for disabled persons?</p> <p>If not, please explain why and specify which other means of proof concerning the quality assurance scheme can be provided:</p> <p>If the relevant documentation is available electronically, please indicate:</p>	<p><input type="checkbox"/> Yes <input type="checkbox"/> No</p> <p>[.....] [.....]</p> <p>(web address, issuing authority or body, precise reference of the documentation): [.....][.....][.....]</p>
<p>Will the economic operator be able to produce certificates drawn up by independent bodies attesting that the economic operator complies with the required environmental management systems or standards?</p> <p>If not, please explain why and specify which other means of proof concerning the environmental management systems or standards can be provided:</p> <p>If the relevant documentation is available electronically, please indicate:</p>	<p><input type="checkbox"/> Yes <input type="checkbox"/> No</p> <p>[.....] [.....]</p> <p>(web address, issuing authority or body, precise reference of the documentation): [.....][.....][.....]</p>





Part V: Reduction of the number of qualified candidates (ARTICLE 91 OF THE CODE)

The economic operator should only provide information where the contracting authority or contracting entity has specified the objective and non-discriminatory criteria or rules to be applied in order to limit the number of candidates that will be invited to tender or to conduct dialogue. This information, which can be accompanied by requirements concerning the (types of) certificates or forms or documentary evidence, if any, to be produced, is set out in the relevant notice or in the procurement documents referred to in the notice.

For restricted procedures, competitive procedures with negotiation, competitive dialogue procedures and innovation partnerships only:

The economic operator declares that:

Reduction of numbers	Answer:
It meets the objective and non-discriminatory criteria or rules to be applied in order to limit the number of candidates in the following way:	[.....]
In case certain certificates or other forms of documentary evidence are required, please indicate for each whether the economic operator has the required documents:	<input type="checkbox"/> Yes <input type="checkbox"/> No
If some of these certificates or forms of documentary evidence are available electronically (), please indicate for which:	()
	(web address, issuing authority or body, precise reference of the documentation):
	[.....][.....][.....]()

Part VI: Concluding statements

The undersigned formally declare that the information stated under Parts II-V above is accurate and correct and that it has been set out in full awareness of the consequences of serious misrepresentation pursuant to Article 76 of Presidential Decree 445/2000.

Without prejudice to the provisions of Articles 40, 43 and 46 of Presidential Decree 445/2000, the undersigned formally declare to be able, upon request and without delay, to provide the certificates and other forms of documentary evidence referred to, except where:

- a) the contracting authority or contracting entity has the possibility of obtaining the supporting documentation concerned directly by accessing a national database in any Member State that is available free of charge ⁽¹⁰⁾ or
- b) as of 18 April 2018 at the latest ⁽¹¹⁾ the contracting authority or contracting entity already possesses the documentation concerned.

The undersigned formally consent to [identify the contracting authority or contracting entity as set out in part I, Section A] gaining access to documents supporting the information which has been provided in [identify the Part/Section /Point(s) concerned] of this European Single Procurement Document for the purposes of [identify the procurement procedure: (summary description, reference of publication in the Official Journal of the European Union, reference number)].

Date, place and, where required or necessary, signature (s): [.....]

¹⁰⁾ On condition that the economic operator has provided the necessary information (web address, issuing authority or body, precise reference of the documentation) allowing the contracting authority or contracting entity to do so. Where required, this must be accompanied by the relevant consent to such access.

¹¹⁾ Depending on the national implementation of the second subparagraph of Article 59(5) of Directive 2014/24/EU.



Annex sub 4

ECONOMIC BID TEMPLATE

To
Aeroporto Friuli-Venezia Giulia
S.p.A.
Via Aquileia, 46
34077 – Ronchi dei Legionari (GO)

SUBJECT: Open procedure for the sale of 55% of the share capital of the company Aeroporto Friuli Venezia Giulia S.p.A. (currently wholly owned by the Autonomous Region of Friuli Venezia Giulia).

TIC: [•]

The undersigned _____ Born on _____ in _____
_____ () Tax Identification No. _____ in the capacity as
_____ of the company _____ with
- registered office in _____ () address _____ no. _____
Postal Code _____ tel. _____
e-mail _____ , pec certified e-mail _____ , Tax Identification
No. _____ , VAT no. _____ , participating in
the tender as an individual competitor

(or)

The Grouping composed of:

1) _____ born on _____ in _____
() Tax Identification no. _____ in the capacity as
_____ of the company _____
with registered office in _____ () address _____
no. _____ Postal Code _____ tel. _____
e-mail _____
- , pec certified _____ ,
Tax Identification No. _____ , VAT no. _____
_____ , as representative, _____

2) Born _____ on _____ in _____
() Tax Identification No. _____ in the capacity as _____
Of _____ the undertaking _____
with registered office in _____
() address _____ tel. _____

no. _____ Postal Code _____

e-mail _____ pec certified email _____
, Tax Identification No. _____ , VAT no. _____ , as Principa

43



HEREBY FORMULATES THIS ECONOMIC BID

Price for Shares	€[•]		
	Reserve price	Price offered (in numbers)	Price offered (in letters)

(place)/(date)

(digital signature)

COMPILATION NOTES

- a) in the case of signature by a proxy, a photocopy of the deed of conferral of power must be attached;
- b) in the case of participation in a grouping, it is to be signed by all the members that make up the grouping.



Annex sub 5

FACSIMILE OF THE DECLARATION THAT THE INDIVIDUAL COMPETITOR MEETS THE REQUIREMENTS UNDER ARTICLE 15 OF THE RULES

To
Aeroporto Friuli-Venezia Giulia
S.p.A.
Via Aquileia, 46
34077 – Ronchi dei Legionari (GO)

Subject: Open procedure for the sale of 55% of the share capital of the company Aeroporto Friuli Venezia Giulia S.p.A. (currently wholly owned by the Autonomous Region of Friuli Venezia Giulia).

TIC: [•]

I, the undersigned, _____ born on _____ in _____ () Tax Identification No. _____ in the capacity as _____ of the company _____ with _____ registered office in _____ () address _____ no. _____ (Postal Code _____) tel. _____ e-mail _____ , pec certified email _____ , Tax Identification No. _____ , VAT no. _____ ,

for the purposes of access to the data room referred to in article 15 of the tender rules, pursuant to and for the purposes of article 76 of Presidential Decree 445/2000, cognizant of the responsibility and the civil and criminal consequences provided for in the event of misrepresentation and/or forming or use of false documents,

DECLARES

that I meet the general and special requirements laid down in Articles 12 and 13 of the tender rules.

(place)/(date)

(stamp and signature)

COMPILATION NOTES

- a) in the case of signature by a proxy, a photocopy of the deed of conferral of power must be attached;



Annex sub 5

FACSIMILE OF THE DECLARATION THAT THE MEMBERS OF A GROUPING MEET THE REQUIREMENTS UNDER ARTICLE 15 OF THE RULES

To
Aeroporto Friuli-Venezia Giulia
S.p.A.
Via Aquileia, 46
34077 – Ronchi dei Legionari (GO)

Subject: Open procedure for the sale of 55% of the share capital of the company Aeroporto Friuli Venezia Giulia S.p.A. (currently wholly owned by the Autonomous Region of Friuli Venezia Giulia).

TIC: [•]

The undersigned:

1) _____ born on _____ in _____
() Tax Identification no. _____ in _____ the capacity
as _____
of the company _____ with registered office in _____
_____ () address _____
no. _____ (Postal e-mail _____
Code) _____
tel. _____

, pec certified _____, Tax Identification No. _____,
VAT no. _____, as representative, _____

2) _____ born on _____ in _____
_____ () Tax Identification No. _____ in the capacity as
Of _____ the undertaking
_____ with registered office in _____
() address _____ n. _____ (Postal Code _____)
tel. _____
e-mail _____, pec certified email _____
_____, Tax Identification No. _____, VAT
no. _____, as Principal,

for the purposes of access to the data room referred to in article 15 of the tender rules, pursuant to and for the purposes of article 76 of Presidential Decree 445/2000, cognizant of the responsibility and the civil and criminal consequences provided for in the event of misrepresentation and/or forming or use of false documents,

DECLARE

that they meet the general and special requirements laid down in Articles 12 and 13 of the tender rules. (place)/(date)

_____ (digital signature)

COMPILATION NOTES



- a) in the case of signature by a proxy, a photocopy of the deed of conferral of power must be attached;



Annex sub 6

CONFIDENTIALITY

AGREEMENT GIVEN THAT

- a) Aeroporto Friuli Venezia Giulia SpA (hereinafter "AFVG") with registered office in Via Aquileia 46, Ronchi dei Legionari, VAT number 00520800319, registration number in the Register of Companies of Gorizia 00520800319, share capital of €8,500,000.00 fully subscribed and paid up (further information available on www.trieste-airport.it);
- b) AFVG has published a call for tenders to carry out an open tender procedure for the sale of 55% of the share capital of AFVG to a partner (hereinafter, the «Procedure»);
- c) unless otherwise defined, capitalised terms and expressions in this Agreement shall have the meaning assigned to them in the Letter of Invitation, to which this Agreement is annexed

All this being said and considered,

In this writing the expression "Confidential Information" means any news or information that will be disclosed to us in writing, orally or by any other means, by AFVG or by anyone else on its behalf, relating to: financial, economic, asset, organizational, legal, contractual and market situation and the business in general of AFVG and/or otherwise related to activities under the Procedure mentioned above.

With respect to the Confidential Information that we will receive after signing this confidentiality agreement (hereinafter, "Confidentiality Agreement"), we undertake the following confidentiality commitments.

The Confidentiality Agreement must be digitally signed by the legal representative of the Tenderer or by the party entitled to commit the Tenderer,. If signed by a person other than the legal representative, a copy of the source of the powers of such signatory must be produced in the records.

Article 1 - Confidentiality of data and collected information

1. We are committed to maintaining the strictest confidentiality with regard to Confidential Information, not disclosing it in any form or in any way, including for the purposes of the laws and regulations in force, and in particular, without prejudice to the provisions of this Confidentiality Agreement below:



- A. we shall keep the documentation and any other material related to the Confidential Information at our offices separate from any other documentation;
- B. we shall keep a list of all copies made by us of documents or other material relating to Confidential Information, with an indication of the dates on which they were made, who has taken note of them and/or viewed them and to whom they may have been disclosed or transmitted. This list may be inspected by AFVG, or by any other person on its behalf, at any time;
- C. we shall ensure adequate protection of Confidential Information, taking all appropriate precautions to prevent any possible access to it by outsiders;
- D. we shall not disclose to third parties that Confidential Information has been made available to us in accordance with the Procedure and that negotiations are underway to implement the Procedure;
- E. we shall promptly inform AFVG if we or our authorised persons are required by competent authorities to disclose Confidential Information;

Article 2 - Use of Information

1. The Information may be used for the sole purpose of enabling us to assess the opportunity to participate in the various stages of the Procedure.

Article 3 - Disclosure of Information

1. We shall not disclose any of the Confidential Information to any third party with the following exceptions:

- A. our employees or consultants, only to the extent that their review of Confidential Information is essential to enable us to assess the Procedure;
- B. our parent companies or subsidiaries, directly or indirectly or in any case also to companies belonging to the same group (where a group is defined as a group of companies with share capital, directly or indirectly controlled by the same entity);
- C. if any disclosure of Confidential Information is required by law, or by judicial or administrative authorities, with the understanding that we shall inform you in advance of the onset of such obligations.

2. However, without prejudice to our commitment, in accordance with the provisions of Article 1381 of the Italian Civil Code, to ensure the respect of confidentiality by all third parties who through us have become aware of the Confidential Information, we shall in any case be liable for damages caused by the violation of the aforementioned commitments by our consultants and employees in the exercise of their duties, or by companies belonging to our group.

Article 4 - Duration

1. By signing this Confidentiality Agreement we also guarantee as follows:

- A. Upon completion of the Procedure or if the Procedure (or our participation therein) is terminated for any reason, we undertake to return to you, delete and/or destroy all documentation made available to us in connection with the Confidential Information and all copies thereof made in the meantime, and not to use the Confidential Information collected by us for any purpose and in any context within the framework of our own



business; this obligation of confidentiality shall last for 18 months from the date of signing of this Agreement;

- B. In any case, we undertake to return and/or destroy, at the written request of AFVG and within 15 days of its request, all Confidential Information.

Article 5 - Derogations

1. Our commitments under this Confidentiality Agreement shall not apply to Confidential Information or any part thereof:

- A. that is in the public domain, provided, of course, that the advertising does not result from our negligence or wilful misconduct;
- B. which we prove to be in our possession prior to the date of signing this Confidentiality Agreement and which is not the subject of any other confidentiality agreement or other duty of confidentiality with AFVG.

Article 6 - Law on the protection of the confidentiality of personal data

1. The provisions of this Confidentiality Agreement may not be interpreted in such a way as to allow any breach of Legislative Decree no. 196 of 30 June 2003 ("Personal Data Protection Code"), which governs the protection of personal data and confidentiality.

Article 7 - Additional commitments

1. Under this Confidentiality Agreement we also agree that:

- A. we shall have no right or authority in respect of the Confidential Information, except to the extent expressly provided for herein;
- B. AFVG shall have no liability to us or to any third party for the accuracy or completeness of any Confidential Information in respect of which AFVG makes no warranty of any kind, whether express or implied, and we hereby release AFVG from any and all liability arising out of any inaccuracies or omissions contained in the Confidential Information;
- C. the failure by AFVG to exercise any right or prerogative arising from this Confidentiality Agreement shall not be construed as a definitive waiver of the exercise of such right or prerogative, which AFVG reserves to exercise at any time thereafter;
- D. considering the nature of the rights herein and the irreparable prejudice that would result from their injury, we hereby acknowledge that, for the protection of these rights, AFVG may take any possible legal action;
- E. AFVG reserves the right to disclose, either any part of the Confidential Information, or any other information concerning the participation that is the subject of this agreement, to third parties who are interested in a similar in-depth study thereof or who request access to it in accordance with the applicable provisions of law and/or finally when this is necessary for the protection of the public interest.

Article 8 - Applicable law



1. The commitments set forth in this Confidentiality Agreement shall be governed by the laws of Italy. Any disputes will be the exclusive competence of the Court of Trieste.

(place)/(date)

(stamp and

signature)



Annex sub 7

DATA ROOM REGULATION

1. Introduction

- Aeroporto Friuli-Venezia Giulia S.p.A. (hereinafter, "AFVG" or the "Company") is a company under Italian law, with registered office in Via Aquileia 46 - 34077 Ronchi dei Legionari (Gorizia), with a share capital of Euro 8,500,000.00 (Euro eight million five hundred thousand/00) fully subscribed and paid up;
- AFVG was set up in 1996 by the Autonomous Region of Friuli-Venezia Giulia (hereinafter referred to as the "Region") - which to date is its sole shareholder;
- the Company published a call for tenders (hereinafter, the "Tender Notice") in order to conduct an open tender procedure for the sale of 55% of the share capital of AFVG to an investor (hereinafter, the "Transaction");
- in order to correctly formulate their bid (hereinafter, the "Bid"), each economic operator (hereinafter, the "Competitor") will be entitled to perform a due diligence activity aimed at acquiring all the data and/or information necessary for an exact knowledge of the elements that may, in any way, influence the determination of the bid (hereinafter, the "*Due Diligence*");
- for the purposes of the above, a virtual space has been set up containing information and documents subject to *Due Diligence* (hereinafter, "*Virtual Data Room*" or "VDR"), to which potential purchasers can access in compliance with specific provisions contained in these regulations (hereinafter, "*Data Room Regulation*") and undertaking in writing not to disclose data, news, information contained therein (hereinafter, "Confidentiality Agreement");
- the *Data Room* contains information and documents relating to the Company, of an administrative, accounting, contractual, legal, judicial and financial nature (hereinafter, the "Documentation");
- the Company makes no representations or warranties, whether express or implied, as to the accuracy, completeness or timeliness of the Documentation made available to potentially interested parties (hereinafter, the "Interested Subjects") in the Data Room and assumes no responsibility for its use by or on behalf of such companies.

2. *Virtual Data Room*

- The Documentation will be made available to Interested Subjects through a Virtual Data Room (hereinafter, the "VDR" or "*Data Room*") to which the subjects indicated by the Interested Subject (the "Representatives") may have access.

3. Terms and conditions of access to *Data Room* documents

- The access to the VDR can be made by the Competitors in the time and in the ways provided for by the Tender Rules.
- It should be noted that the list of Representatives, consisting of a maximum of 8 (eight) names, (Annex 1), signed by a person with the necessary powers, must be attached to the signed Rules. The list must contain, for each Representative, the name and surname, the company to which they belong, the position and the role held in the company



on whose behalf the Data Room is accessed, as well as the e-mail address.

- If the Company considers the application received to be complete, it will notify the requesting Competitor within 7 working days of receipt of the relative request, via PEC certified email, of any access authorisation, sending the Internet address and credentials for access to the VDR (login and password); in the event that the application is not complete, it will ask the Competitor for additions and/or clarifications.
- The credentials (login and password) will be sent to the e-mail address of each Representative. These credentials are dedicated to the exclusive and personal use of each of the Representatives. The Interested Subject will be held responsible for the correct use of the said credentials.
- It is not permitted to contact debtors, surety providers and/or their employees within the framework of the VDR.
- The information contained in the VDR must be used exclusively for the purpose of preparing its own Bid and may not in any way be used by the Interested Subjects for different aims and/or purposes.

4. Access times to the *Virtual Data Room*

- On receipt of the access credentials, in accordance with the procedures set out in these Data Room Regulations, the Competitor may consult the VDR for the period of time provided for in the Tender Rules.

5. Request for clarification

- If clarifications and/or further details are necessary regarding the VDR documents or for further information, Competitors may request them by e-mail to the attention of the Contact Person, at the address: triesteairport@legalmail.it in the manner and within the time limits set out in the Tender Rules.

6. Lack of access to the *Data Room*

Failure to access the Data Room will result in the ineligibility of the Bid submitted by the Competitor.

In relation to access to the Data Room, by signing these Rules, the Interested Subject undertakes to comply with the rules contained therein, as well as - pursuant to article 1381 of the Italian Civil Code - to ensure that they are complied with by their representatives, partners, directors, employees, collaborators and consultants.

Read, accepted and signed

(place)/(date)

(digitalsignature)



Annex 1 to the **Data Room**

Representatives List Rules

Name and Surname	Company	Qualification and function carried out (company employee or external professional)	E-mail

(place)/(date)

(digital signature)



Annex 2 to the Data Room Rules - Request for clarification form*

Company	Number of clarifications	Clarification required (description)	Possible reference to the <i>Data Room</i> documentation	Date
	1			
	2			
	3			

(place)/(date)

(digital signature)



Therefore, the Company will proceed in accordance with the Regulations and the Italian legislation in force to the related processing for the purposes listed below and shall do so manually and/or with the support of IT or telematic devices.

Purpose and legal basis for the processing:

The data are acquired and processed in compliance with the rules established by the Regulations and by the Italian legislation in force for purposes connected with the management of the tender qualification process, as well as the possible establishment of a contractual relationship, with the consent of the interested party ("Primary Purpose").

Communication and dissemination of personal data to achieve the Primary Purposes:

The data may be disclosed to third parties when such disclosure is required by law, including for the prevention/suppression of any illegal activity. In addition, with reference to Article 13, paragraph 1, letter (e) of the Regulations and the Italian legislation in force to achieve the Primary Purposes to the Company's employees/contractors/consultants, as well as to third party companies that the Company uses to achieve the Primary Purposes.

The data will not be disseminated or personal data will not be disclosed to the public or, in any case, to an indefinite number of parties and in any case within the terms required by current legislation.

The mandatory or optional provision of data for the achievement of the processing purposes:

The provision of data to the Company is mandatory only for the data for which there is a regulatory obligation in this regard.

Any refusal to provide such mandatory data may force the Company to acquire them from third parties (where lawfully possible), or may result in failure to pursue the Primary Purposes. Any refusal to provide data for which there is no obligation to provide them under the law, but which are strictly functional to the achievement of the Primary Purposes, does not have any consequences for the relationships in place, except for the impossibility to pursue the operations related to such data or the impossibility to pursue the Primary Purposes.

In any case, even where the interested party provided its consent to authorize the Company to pursue the aforementioned purposes, the interested party shall still be free to revoke its consent at any time.

We would like to inform you specifically and separately, as required by art. 21 of the EU GDPR Regulations where applicable that the interested party has the right to oppose at any time the processing of its personal data. For these purposes and if the interested party opposes the processing, the personal data may no longer be processed for these purposes.

Transfer of personal data to countries outside the European Union:

The data collected and processed are not transferred to companies or other entities outside the EU.

Period of data storage

With reference to the personal data processed to achieve the Primary Purposes, said data will be stored in accordance with the principle of proportionality and until the purposes of the processing are pursued, and in any case for a period not exceeding 5 years, except as established by Italian tax and civil law.

Data Controller:

The identification details of the company acting as Data Controller are as follows:

Aeroporto Friuli Venezia Giulia SPA - a Sole Member Company - with registered office in Ronchi dei Legionari (GO) - Postal Code 34077 - Via Aquileia No. 46.

Data Protection Officer (DPO):

It is possible to contact the Data Protection Officer also in order to exercise the rights of the interested parties pursuant to articles from 15 to 22 of the Regulations, by sending an e-mail to mailbox@triesteairport.it.

Rights of the interested party:

In relation to the processing of data, the interested party is entitled to exercise the rights referred to in Articles from 15 to 22 of European Regulations 2016/679. Exercising the rights is not subjected to any formal constraint and is free of charge.



E-PROCUREMENT SYSTEM USE REGULATIONS

Introduction

These Regulations define the rules to carry out e-procurement procedures using the telematic platform available on the website of Aeroporto Friuli Venezia Giulia S.p.A (hereinafter referred to as the Contracting Authority - S.A.) accessible by all the Economic Operators (hereinafter referred to as O.E.) concerned.

The procedures managed through the e-procurement portal derive from what is established in Legislative Decree 50/2016 to which the contents and definitions refer.

For each procedure it is possible to view details, notes and access the related documents by clicking on the hyperlink highlighted when pointing the mouse cursor in the operating procedure section. Documents are accessible based on access rights thus ensuring privacy and confidentiality for all bidders in the various stages of the procedure.

1. General principles

- 1.1. The aforementioned e-procurement portal can be accessed from the S.A. website on <https://triesteairport.it/it/corporate/lazienda/albo-fornitori-e-procurement/>. From this link, it is possible to navigate the site using the hyperlinks in the sections of interest.
- 1.2. In order to access to the full e-procurement portal functionalities, the O.E. must register to the site at its own expense and care providing all the data requested by the system. Only when the registration is completed and successfully authorized by the S.A., the O.E. will be provided access to the e-procurement portal.
- 1.3. The O.E. must have available suitable IT means and Internet connection to be able to operate the e-procurement portal when logged-in. Any malfunctions of the platform due to inadequate computerized systems available to the O.E. cannot be in any way be attributed to the S.A. and therefore the O.E. shall not be entitled to claim any indemnity, extension, or revocation regarding the procedure.
- 1.4. The e-procurement portal manages all the negotiation procedures issued by the S.A. that fall within the scope of application of Legislative Decree 50/2016 adopting the specific procedures described therein, both above the European Community threshold referred to in Article 35 of the Code, and "below the threshold" and in compliance with the adopted corporate regulations.
- 1.5. The e-procurement portal is structured according to the logic of the procedures for the acquisition of goods, works and services defined in Legislative Decree 50/2016. These regulations do not specify the individual steps, menus or sub menus available in the system, but rather the methods with which each negotiation procedure that can be performed through the use of the e-procurement platform can be carried out, as well as the obligations and rules to which the S.A. and the O. E. must abide as well as the term of each negotiation procedure.
- 1.6. The general principles governing the negotiation procedures and participation in them are the principles established by the EU Treaty establishing equality of treatment, transparency, non-discrimination, proportionality, fairness, as well as the principles of cost-effectiveness and efficiency.



- 1.7. Please note that the S.A. adopted the "Regulations for Tender Contracts pertaining to Works, Supplies and Services in an amount below the EU threshold for "Public Companies" and holders of exclusive rights operating in special sectors (as per paragraph 8, art. 36 of Legislative Decree No. 50/2016)" and its updated version is available on the S.A.'s website in the "Regulations" section.
- 1.8. For all the matters not in contrast with these regulations, the e-procurement portal also performs the function and meets the obligations related to the management and maintenance of the List of suppliers for the S.A.. Regarding the management of the "List of suppliers", specific Regulations were adopted and made available on the S.A.'s website and titled "Regulations for Registration in the List of Suppliers of Friuli Venezia Giulia Airport S.P.A."

2. *Communications on Procedures*

- 2.1. Transactions and communications issued by the S.A. and the O. E., or vice-versa at every stage of the procedure, unless otherwise specified in the tender documents, must be carried out using the tools made available through the e-procurement portal.
- 2.2. The O. E., entering data and bids, communicate with the S.A. and express their will by clicking on the specific icons available on the e-procurement platform and/or using the messaging tool in the aforementioned platform.

3. *Preliminary stages*

- 3.1. In order to create a procedure, the S.A. must enter the configuration data and attachment files on the e-procurement platform.
- 3.2. The S.A., after submitting the Data, may access them through its own interface, available on the e-procurement platform where the procedure is carried out.
- 3.3. EU-based events, or those events however connected to the publication of Notices, are listed in the "Call for Tenders" section of the S.A.'s website.
- 3.4. The S.A. will be entitled, at its own discretion, to require by one or more O.E. invited by the S.A. to participate to the tenders the submission of adequate guarantees of indemnity and/or further guarantees that the S.A. may deem necessary.
- 3.5. The S.A. shall have the right to amend the data, including the configuration parameters of the e-procurement platform, prior to starting the procedures.

4. *Common provisions*

- 4.1. The S.A. and the O.E.s accept that for the entire term of the procedure, the official time and the time elapsed shall be solely those recorded by the S.A.'s e-procurement platform and by the other recording and telecommunication devices of the S.A.. Such records constitute full proof of the facts and the circumstances represented. System time is the official time in which the transactions are carried out using the system. All system clocks are synchronized.
- 4.2. Unless otherwise specified within the scope of the individual procedure, in the event of a discrepancy, the bids entered using the platform will prevail over what is contained in files, attachments and other documents sent or otherwise made available by the O.E.
- 4.3. The O. E. accept that the platform does not allow them to display the identity of the other O.E.s during the procedure.



- 4.4. It should be noted that the stages of the procedure and any associated icon are purely technical aspects characteristic of the portal and indicate completion of the procedure on the platform, without prejudice to other activities and their related effects that the S.A. will put in place for the completion of the procedure.
- 4.5. This is without prejudice to the right of the S.A. to terminate the negotiation process without awarding the tender and this also based on the types of the bids submitted.
- 4.6. In the event of breakdowns in the technological, application and communication structure, the E.O. after having attempted to restore the portions of competence, shall have the right to contact the S.A.'s Help Desk from Monday to Friday, from 9 a.m. to 1 p.m. and from 2 p.m. to 4.30 p.m., by e-mail at the following address: mailbox@triesteairport.it.
- 4.7. The S.A. reserves the right to extend the closing date of the procedures.
- 4.8. During the course of a negotiation procedure, questions must be posted on the e-procurement portal through the "Questions and Answers" section, where it is possible to submit and receive communications from the E.O.s and the S.A.. All messages submitted will be archived as part of the procedure.

5. *Obligations of the Contracting Authority (S.A.) and Economic Operator (O.E.)*

- 5.4. The S.A. and the E.O. undertake to take all the precautions and technical measures necessary to safeguard the security of the data and the commercial information exchanged during the negotiations and to prevent access to them by unauthorized third parties.
- 5.5. The bids submitted by the O.E. through the e-procurement portal are binding and constitute a commitment, in case of awarding, to the subsequent signing of the Contract.
- 5.6. The O.E.s undertake to comply for the entire length of the negotiation procedure with the provisions of these Regulations and to act in good faith.

6. *Minimum system requirements*

- 6.4. In order to participate to the procedures defined in the e-procurement portal, all Bidders shall comply with the following system requirements:
- Browser: Microsoft Internet Explorer and/or Chrome and/or Edge and availability of an e-mail address;
 - Operating system: Microsoft Windows 10;
 - JavaScript Version: 1.3;
 - Cookies support: enabled;
 - Screen Resolution: 1024 x 768 or higher;
 - Processor: x86 or higher;
 - Java applets supported: enabled;
 - Java applets enabled: enabled;
 - Java version: 1.5 or higher;
 - Pop-up always allowed preferably in a new tab than in a new window;
 - High-speed Internet connection to access the e-commerce portal. This shall be under the responsibility of the O.E.



Privacy Policy

This section is drawn up in accordance with European Regulations 2016/679 on the protection of natural persons with regard to the processing of personal data and on the free transfer of such data and in accordance with current Italian legislation.

Aeroporto Friuli Venezia Giulia S.p.A. - Sole Member Company with registered office in Ronchi dei Legionari (GO) - POSTAL CODE 34077 - Via Aquileia No. 46, (the "Company") during the registration stage on the e-procurement portal, for subsequent qualification and/or participation to Calls for Tenders, processes the personal data provided freely by the interested parties pursuant to Articles 4, No. 7 and 24 of EU Regulations 2016/679 dated 27 April 2016 related to the protection of natural persons for the processing of personal data (the "Regulations"), as well as in accordance with Italian law.

Processing of personal data means any operation or set of operations performed with or without the help of automated processes and applied to personal data or sets of personal data, even if not recorded in a database, such as the collection, recording, organization, structuring, storage, processing, selection, blocking, adaptation or modification, extraction, consultation, use, communication by transmission, dissemination or any other form of provision, comparison or interconnection, limitation, cancellation or destruction.

Therefore, the Company will proceed in accordance with the Regulations and the Italian legislation in force to the related processing for the purposes listed below and shall do so manually and/or with the support of IT or telematic devices.

Purpose and legal basis for the processing:

The data are acquired and processed in compliance with the rules established by the Regulations and by the Italian legislation in force for purposes connected with the management of the tender qualification process, as well as the possible establishment of a contractual relationship, with the consent of the interested party ("Primary Purpose").

Communication and dissemination of personal data to achieve the Primary Purposes:

The data may be disclosed to third parties when such disclosure is required by law, including for the prevention/suppression of any illegal activity. In addition, with reference to Article 13, paragraph 1, letter (e) of the Regulations and the Italian legislation in force to achieve the Primary Purposes to the Company's employees/contractors/consultants, as well as to third party companies that the Company uses to achieve the Primary Purposes.

The data will not be disseminated or personal data will not be disclosed to the public or, in any case, to an indefinite number of parties and in any case within the terms required by current legislation.

The mandatory or optional provision of data for the achievement of the processing purposes:

The provision of data to the Company is mandatory only for the data for which there is a regulatory obligation in this regard.

Any refusal to provide such mandatory data may force the Company to acquire them from third parties (where lawfully possible), or may result in failure to pursue the Primary Purposes. Any refusal to provide data for which there is no obligation to provide them under the law, but which are strictly functional to the achievement of the Primary Purposes, does not have any consequences for the relationships in place, except for the impossibility to pursue the operations related to such data or the impossibility to pursue the Primary Purposes.

In any case, even where the interested party provided its consent to authorize the Company to pursue the aforementioned purposes, the interested party shall still be free to revoke its consent at any time.

We would like to inform you specifically and separately, as required by art. 21 of the EU GDPR



Regulations where applicable that the interested party has the right to oppose at any time the processing of its personal data. For these purposes and if the interested party opposes the processing, the personal data may no longer be processed for these purposes.

Transfer of personal data to countries outside the European Union:

The data collected and processed are not transferred to companies or other entities outside the EU.

Period of data storage

With reference to the personal data processed to achieve the Primary Purposes, said data will be stored in accordance with the principle of proportionality and until the purposes of the processing are pursued, and in any case for a period not exceeding 5 years, except as established by Italian tax and civil law.

Data Controller:

The identification details of the company acting as Data Controller are as follows:

Aeroporto Friuli Venezia Giulia SPA - a Sole Member Company - with registered office in Ronchi dei Legionari (GO) - Postal Code 34077 - Via Aquileia No. 46.

Data Protection Officer (DPO):

It is possible to contact the Data Protection Officer also in order to exercise the rights of the interested parties pursuant to articles from 15 to 22 of the Regulations, by sending an e-mail to mailbox@triesteairport.it.

Rights of the interested party:

In relation to the processing of data, the interested party is entitled to exercise the rights referred to in Articles from 15 to 22 of European Regulations 2016/679. Exercising the rights is not subjected to any formal constraint and is free of charge.