

EXTRAORDINARY ADMINISTRATION
ITALIA WANBAO-ACC S.r.l

Invitation to express interest to the purchase of industrial assets (machinery for the manufacture of compressors) of Italia Wanbao-ACC S.r.l in Amministrazione Straordinaria (under Extraordinary Administration).

I, the undersigned Maurizio Castro, acting in my capacity as Extraordinary Commissioner of Italia Wanbao-ACC S.r.l in Amministrazione Straordinaria (“**Wanbao-ACC**” or the “**Company**”), a limited liability company incorporated under Italian laws, with registered offices at Viale V. Salvatelli 4, Borgo Valbelluna (Belluno), Italy,

WHEREAS

- a. the Company was incorporated in 2014 by Wanbao Compressor Coperatif U.A. (still the sole shareholder), a Dutch company part of the Wanbao Compressors Group, which purchased the business in the framework of an insolvency restructuring process by ACC Compressors S.p.A., until 2012 one of the leading independent European providers that designed, manufactured and marketed the most advanced compressors used in household;
- b. on March 27th, 2020 Wanbao-ACC has been put by the Court of Venice into a restructuring procedure named “extraordinary administration” governed by the Italian Legislative Decree 8 July 1999, n. 270, (the “**EA Law**”), and I the undersigned, Maurizio Castro, have been appointed as Extraordinary Commissioner of the Company by virtue of a Decree of the Ministry of Economic Development (the “**MED**”) issued on May 18th, 2020;
- c. the extraordinary administration plan set out under art 54 of the EA Law (the “**Plan**”) has been authorized by the MED on 16th March 2021, and transmitted to the Court of Venice on 19th March 2021, in order to be published in accordance with art. 59 of the EA Law;
- d. on 20th October 2021, after a first sale procedure which ended with no offers, the MED, having obtained a positive opinion of the Supervisory Committee, authorized the Extraordinary Commissioner to issue a second call for tenders for the sale of the business, which started on 22nd October 2022 and terminated on 31st January 2022 with the submission of one binding offer concerning only a part of the business of the Company (the “**Binding Offer**”);
- e. on 11th February 2022 the MED, having obtained a positive opinion of the Supervisory Committee, authorized the Extraordinary Commissioner to accept the Binding Offer, which provides that the industrial plant is set free from the assets not included in the purchased business unit (the “**Business Unit**”) in three mandatory steps expiring on 30th April 2022, 30th September 2022, 31st December 2022;
- f. on 18th February 2022 the MED also authorized the Extraordinary Commissioner to issue a call for tenders for the sale of the assets not included in the Business Unit, *i.e.* **machineries for the manufacture of compressors and other related (ancillary and/or capital) assets (jointly the “Assets”)**;

- g. the Extraordinary Commissioner of Wanbao-ACC intends to proceed rapidly with this sale procedure, given the need to comply with the strict deadlines agreed with the purchaser of the Branch to vacate the plant.

All the above stated, the Extraordinary Commissioner of Wanbao-ACC

invites all interested parties

to submit binding offers for the purchase of machinery for the manufacture of compressors and other related assets of Wanbao-ACC (the “**Assets**”)

by and no later than on 15th March 2022 at 24:00 CET

under the following terms.

- 1) Interested parties may find details and documents about the machineries and other related assets on sale on the website of Wanbao-ACC at the following page:

<https://www.wanbao-acc.it/amministrazione-straordinaria/avvisi/>

- 2) Interested entities may forward in writing a request for information, clarifications and/or further documents to the people appointed for that purpose by the Extraordinary Commissioner, sending an e-mail to the following address not later than 8th March 2022 at 24:00 CET.

The Extraordinary Commissioner reserves the right to determine the terms and conditions to meet the potential requests for information, any clarification and/or further documents. Meetings may be arranged, physically or by videoconference, with the interested entities for the purposes of providing answers to the requests for information and clarification. Written and oral answers shall be rendered not later than 12th March 2022 at 15:00 CET.

- 3) The interested entities, upon request, may agree with the Extraordinary Commissioner to arrange a visit to the site of the Company where the Assets are located, in accordance with the production needs of Wanbao ACC and the emergency measures adopted by the Italian Government and the Veneto Region for the containment of the SARS-Cov-2 virus spread.

- 4) The interested entities shall submit their binding offers **by and no later than on 15th March 2022 at 24:00 CET**, and ensure that they are received within the aforementioned term, by (i) registered letter with return receipt or courier – in either case in a sealed envelope – to the attention of the Extraordinary Commissioner, Mr. Maurizio Castro, at the address Italia Wanbao-ACC S.r.l. in Amministrazione Straordinaria, Viale V. Salvatelli 4, 32026 Borgo Valbelluna (BL) - Italy, anticipated via fax at : (+39) 0434 379843 (the offer shall be deemed as timely sent in case only the anticipated version via fax is sent within the above deadline); or (ii) letter to the attention of the Extraordinary Commissioner, Mr. Maurizio Castro, attached to a certified electronic mail (PEC) at the address wanbaoacc@legalmail.it.

In both cases, a copy of the binding offer shall be anticipated to the Company via e-mail at the following addresses: federica.magnoler@wanbao-acc.it (HR and Corporate Affairs Officer) and flavio.dellagostina@wanbao-acc.it (Chief Financial Officer).

- 5) The binding and irrevocable offers received within the above mentioned term shall be examined by the Extraordinary Commissioner in order to identify the best substantial offer, in light of the purposes of the extraordinary administration procedure pursuant to the EA Law (continuity of the business and safeguarding of employment) and the need of the Procedure to vacate the production site in the shortest possible time, *i.e.* imperatively:
- clearance of the areas occupied by the stators, crankshafts and crankcases production lines by 30 August 2022;
 - clearance of the areas occupied by all other assets by 30 November 2022.

Preference will be given to the offer which is considered to meet the following criteria in particular:

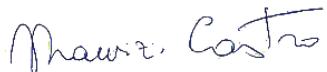
- financial reliability of the bidder;
- best price offered;
- number and quantity of Assets to be purchased;
- the bidder's willingness to take charge of disassembly, transport and reassembly of the Assets to be purchased at its own expense;
- estimated timeframe for the disassembly of the Assets and the vacating of the production site, to be carried out in the shortest time possible and in any case imperatively no later than 30 August 2022 for the stator, crankshaft and crankcase production lines and no later than 30 November 2022 for the remaining Assets;
- the tenderer's willingness to take over ongoing contracts with suppliers of raw materials, semi-finished products and production tools;
- willingness of the bidder to employ, even on a temporary basis, with any type of contract, Wanbao-ACC workers not included in the Business Unit to carry out technical assistance activities in relation to the Assets, both remotely and at the site of their destination, specifying quantity and type of assistance required.

- 6) The Extraordinary Commissioner reserves the right to proceed to further negotiations with one or more of the bidders, aimed at obtaining improvements of the offers received.
- 7) In case several equivalent offers are submitted, the Extraordinary Commissioner in agreement with the MISE, after having consulted the Supervisory Committee, reserves the right to launch a tender among the bidders.
- 8) Once the best offer has been identified, the Extraordinary Commissioner shall submit the proposal of awarding of the contract to the MISE, which, pursuant to Article 42 of Legislative Decree No. 270/1999, shall be entitled to make any final decision on the transfer of the Assets, subject to the opinion of the Surveillance Committee.
- 9) This invitation is governed by the Italian law and does not intend to establish, nor can it be understood as intended to establish, any contractual or extra-contractual or pre-contractual obligation of any kind between Wanbao-ACC or the Extraordinary Commissioner and the addressees of this invitation or those who shall respond to the same in relation to, by way of example but not limited to, the sale of the Assets, the participation in the relevant tender procedure for the sale. For the sake of clarity, this document constitutes a mere invitation to the public to participate in the tender procedure for the sale of the Assets of Italia Wanbao-ACC S.r.l. and does not constitute a

public offer pursuant to Article 1336 of the Italian Civil Code, nor a solicitation of investment pursuant to Article 94 et seq. of Legislative Decree No. 58 of 24 February 1998.

By responding to this invitation, by means of a request for information/clarification/documentation or by submitting an offer for the purchase of the Assets, the interested party accepts Italian law as the applicable law and the exclusive jurisdiction of the Court of Venice for the resolution of any dispute arising out of, in connection with, or in any way related to this invitation and/or the offers resulting from it.

Borgo Valbelluna, February 28, 2022



Maurizio Castro
Extraordinary Commissioner of Italia Wanbao-ACC S.r.l. in A.S.