

FONDAZIONE TECH E BIOMEDICAL

**HOLOSTEM S.R.L. IN LIQUIDAZIONE
INTERNATIONAL LEGAL &
TRANSACTION PACK**

Negotiated Procedure for the Sale of Equity Interests
(English Version)

TABLE OF CONTENTS

Notice	3
Annex 1 – Expression of Interest Form	10
Annex 2 – Declaration of Absence of Grounds for Exclusion ...	12
Annex 3 – Corporate Governance and Ownership Structure ...	15
Annex 4 – Adult Household Family Members	18
Annex 5 – Persons Subject to Anti-Mafia Verification	22
Annex 6 – Exemption from Anti-Mafia Documentation	25
Annex 7 – Customer Due Diligence Form.....	27
Annex 8 – Non-Disclosure Agreement	33
Annex 9 – Binding Offer	37
Glossary of Italian Legal Terms	43
Disclaimer	45

NOTICE

NOTICE

NEGOTIATED PROCEDURE FOR THE SALE OF EQUITY INTERESTS IN HOLOSTEM S.R.L. IN LIQUIDAZIONE

Fondazione Tech e Biomedical

Whereas

a) Holostem S.r.l. in liquidazione (Tax Code and VAT No. 04046750362) (hereinafter referred to as "**Holostem**" or the "**Company**"), having its registered office at Via Glauco Gottardi No. 100, Modena, Italy, is a biotechnology company engaged in the research, development, manufacturing, regulatory approval and commercialization of **Advanced Therapy Medicinal Products (ATMPs)** based on epithelial stem cell cultures for cell and gene therapy applications;

b) Fondazione Tech e Biomedical (hereinafter referred to as the "**Foundation**" or the "**Sole Shareholder**") is a private-law foundation supervised by the Italian Ministry of Enterprises and Made in Italy and the Ministry of Health. Its statutory mission is to promote throughout Italy:

(i) investments and initiatives in the fields of research, development and technology transfer in support of companies operating in Italy, including innovative start-ups pursuant to Article 25 of Decree-Law No. 179 of 18 October 2012 and innovative SMEs pursuant to Article 4 of Decree-Law No. 3 of 24 January 2015, converted into Law No. 33 of 24 March 2015, with particular focus on the green and circular economy, information technology, agri-tech and deep-tech sectors;

(ii) the strengthening of research, industrial development and technological conversion in the biomedical sector through the development of new medicines, vaccines, biomedical equipment and medical devices capable of addressing emerging healthcare needs, including through the establishment of centres of excellence in partnership with public institutions and private entities, including foreign organizations, thereby connecting academic, basic and pre-clinical research with subsequent stages leading to industrial production, with the objective of enhancing national preparedness for health emergencies, strengthening Italy's strategic autonomy in the production of medicines and vaccines against pandemics and other emerging infectious diseases, including genetic, chronic-degenerative and oncological diseases, and fostering the development of an advanced and innovative pharmaceutical industry in Italy;

c) In December 2023, the Foundation acquired 100% of the share capital of Holostem and is currently its sole shareholder;

d) On 7 July 2026, the Extraordinary Shareholders' Meeting resolved to place Holostem into voluntary liquidation;

e) On 7 July 2026, the Shareholders' Meeting appointed **Dr Luigi Maria Rocca** as Liquidator;

f) On 12 July 2026, the Shareholders' Meeting acknowledged the launch of the negotiated sale procedure governed by this Notice (the "**Notice**"), aimed at the sale of equity interests in Holostem to interested parties (the "**Procedure**")

THEREFORE,

the Sole Shareholder hereby announces, through the publication of this Notice, an open negotiation procedure addressed to all interested parties for the purpose of receiving offers for the acquisition of equity interests in **Holostem S.r.l. in liquidazione** (hereinafter, the "**Sale**"), under the following

TERMS AND CONDITIONS

1. Subject Matter of the Sale

Holostem is a biotechnology company operating a **GMP-certified pharmaceutical manufacturing facility** dedicated to the development, manufacture and commercialization of **Advanced Therapy Medicinal Products (ATMPs)** based on epithelial stem cell cultures for cell and gene therapies targeting severe and highly debilitating diseases. The Company's scientific excellence has been recognised at both European and international level.

2. Participation in the Negotiation Procedure and Submission of Offers

Interested parties may participate in the Procedure by submitting an **Expression of Interest**, in accordance with Section 2.1 below, together with the documentation required under Section 2.2 of this Notice. Following verification of the submitted documentation, and as further described in Section 2.3, applicants whose Expressions of Interest have been accepted will be admitted to the negotiation phase and will be granted access to a virtual **Data Room**, where information and documentation relating to the Company will be made available for the purposes of conducting due diligence.

Access to the Data Room will be granted in accordance with the procedures and timing set out in Section 2.3. Parties admitted to the negotiation phase may subsequently submit their offers in accordance with Sections 2.4 and 2.5.

Offers will be evaluated on the basis of the criteria set out in Section 3 of this Notice.

2.1 Submission of the Expression of Interest

Interested parties wishing to participate in the Sale shall submit an **Expression of Interest** using the form attached to this Notice (**Annex 1 – Expression of Interest Form**) by certified electronic mail (**PEC**) or, in the case of foreign entities, by ordinary e-mail, to: **fondazioneeneatech@pec.it**

The Expression of Interest must be accompanied by the documentation required under Section 2.2 of this Notice. The submission of an Expression of Interest shall neither create any obligation to submit a binding offer nor constitute a prerequisite for the admissibility of any subsequent irrevocable offer.

Expressions of Interest must be received **not later than 14 September 2026**.

Offers may also be submitted by parties that have not participated in the negotiation phase, provided that they meet all eligibility requirements set out in this Notice.

2.2 Documentation to Accompany the Expression of Interest

Each Expression of Interest shall be accompanied by the following documentation:

(i) Corporate Documentation

For legal entities:

- a copy of the certificate of incorporation or equivalent corporate registration document issued by the competent authority;

- the company's articles of association or constitutional documents, where applicable;
- documentation evidencing the powers of the individual signing the Expression of Interest, where such powers are not already evident from publicly available corporate records.

For natural persons:

- a copy of a valid passport or national identity document.

(ii) Declaration of Eligibility

The applicant shall submit a declaration confirming that it:

- possesses the legal capacity to enter into the proposed transaction;
- is not subject to insolvency, liquidation, bankruptcy or similar proceedings;
- is not prevented by applicable law from participating in the Procedure;
- has adequate financial standing to pursue the transaction;
- undertakes to comply with the provisions of this Notice and with the confidentiality obligations governing access to the Data Room.

(iii) Information on the Applicant

Applicants are invited to provide a brief description of:

1. their corporate profile;
2. principal business activities;
3. relevant experience in the biotechnology, pharmaceutical or life sciences sectors;
4. strategic rationale supporting their interest in Holostem;
5. any information that may assist the Foundation in assessing the applicant's industrial and financial profile.

2.3 Admission to the Negotiation Phase and Access to the Data Room

Following receipt of the Expressions of Interest and verification of the supporting documentation, the Foundation, assisted by the Liquidator where appropriate, will assess the eligibility of each applicant.

Applicants meeting the eligibility requirements may be admitted to the negotiation phase.

Admission to the negotiation phase does not confer any preferential right, exclusivity or entitlement to acquire the Company's equity interests.

Eligible applicants will be granted access to a dedicated electronic **Data Room**, containing legal, financial, corporate, technical and operational documentation relating to Holostem.

Prior to receiving access credentials, each admitted applicant shall execute the confidentiality documentation required by the Foundation, including a Non-Disclosure Agreement ("NDA") in the form provided by the Foundation.

The Foundation reserves the right to update the contents of the Data Room throughout the Procedure and to make additional documentation available whenever deemed appropriate.

Applicants may submit requests for clarification through the procedures indicated in the Data Room. Responses may be shared with all admitted participants whenever considered relevant to ensure equal treatment and transparency throughout the Procedure.

2.4 Submission of Binding Offers

Following completion of the due diligence process, admitted participants wishing to continue in the Procedure shall submit **not later than 15 October 2026, a binding and irrevocable offer** for the acquisition of the equity interests.

The offer shall contain, at a minimum:

1. identification of the bidder;
2. the percentage of equity interests proposed to be acquired;
3. the proposed purchase price;
4. a description of the proposed industrial project and strategic vision for Holostem;
5. information regarding the bidder's financial capacity;
6. any proposed conditions precedent, if applicable;
7. the proposed governance structure following completion of the transaction, where relevant;
8. any additional information considered useful for the evaluation of the proposal.

Offers shall remain binding for the period specified in this Notice.

The Foundation reserves the right to request clarifications, supplementary information or supporting documentation whenever necessary for the proper assessment of the offers.

2.5 Negotiation Phase

Following receipt of the offers, the Foundation reserves the right to enter into one or more rounds of negotiations with one or more bidders.

Such negotiations may concern, inter alia:

1. the proposed transaction structure;
2. governance arrangements;
3. industrial development plans;
4. financial commitments;
5. future investment strategy;
6. implementation timetable;
7. any other contractual terms considered relevant to the successful completion of the transaction.

Participation in the negotiation phase shall not create any obligation on the part of the Foundation to conclude the transaction with any participant.

The Foundation expressly reserves the right, at its sole discretion, to interrupt, suspend, amend or terminate the Procedure at any stage, without giving rise to any liability or claim for compensation by any participant.

3. Evaluation of Offers

The Foundation shall evaluate the offers received with the support of the Liquidator and any advisors appointed for the purposes of the Procedure.

The evaluation shall not be based solely on the purchase price offered but shall take into account the overall quality, credibility and sustainability of the proposal, with particular regard to the long-term industrial development of Holostem.

In assessing the offers, the Foundation may consider, inter alia, the following elements:

1. the proposed consideration for the acquisition of the equity interests;
2. the industrial development plan for the Company;
3. the bidder's financial strength and ability to support future investments;
4. the bidder's technical, industrial and managerial expertise within the biotechnology, pharmaceutical or life sciences sectors;
5. the proposed governance model and organisational structure;
6. the bidder's commitment to ensuring the continuity of Holostem's scientific, technological and manufacturing activities;
7. the preservation and enhancement of the Company's strategic assets, know-how and highly specialised workforce;
8. the overall sustainability and credibility of the business proposal.

The Foundation reserves the right to request clarifications, additional information or amendments to the submitted offers whenever deemed necessary for the purposes of the evaluation process.

The Foundation may also invite one or more bidders to participate in one or more additional negotiation rounds in order to improve or further define the proposed transaction structure.

The Foundation shall remain entirely free to determine whether any offer is considered satisfactory in light of its strategic objectives and the public interest underlying the transaction.

4. Reservation of Rights

The publication of this Notice and the receipt of Expressions of Interest or binding offers shall not give rise to any obligation on the part of the Foundation to complete the Sale.

Accordingly, the Foundation expressly reserves the right, at any time and at its sole discretion, to:

1. suspend the Procedure;
2. amend the terms of the Procedure;
3. request additional information or documentation from any participant;
4. negotiate simultaneously with one or more bidders;
5. discontinue negotiations with any participant;
6. terminate the Procedure without selecting any bidder;
7. decide not to proceed with the Sale, irrespective of the stage reached in the Procedure.

No participant shall be entitled to compensation, reimbursement of costs or damages of any kind arising from the interruption, suspension, amendment or termination of the Procedure or from the Foundation's decision not to complete the transaction.

Participation in the Procedure shall be entirely at the applicant's own cost and risk. The Foundation shall bear no liability for any expenses incurred by participants in connection with the preparation of Expressions of Interest, due diligence activities, negotiations or the submission of offers.

5. Confidentiality

All information made available during the Procedure, including any documentation contained in the Data Room, shall be treated as strictly confidential.

Participants undertake to use such information exclusively for the purposes of evaluating the proposed transaction and shall not disclose it, in whole or in part, to any third party, except to those professional advisers, financing institutions or affiliates who have a legitimate need to know such information for the purposes of the transaction and who are themselves bound by confidentiality obligations no less stringent than those contained in the Non-Disclosure Agreement.

Participants shall ensure that all confidential information is protected with appropriate organisational and technical safeguards.

The confidentiality obligations set out herein shall survive the conclusion, interruption or termination of the Procedure, irrespective of whether the transaction is ultimately completed.

6. Processing of Personal Data

Personal data collected in connection with the Procedure shall be processed by the Foundation in accordance with **Regulation (EU) 2016/679 (General Data Protection Regulation – GDPR)** and the applicable Italian data protection legislation.

The data provided by participants shall be processed exclusively for purposes connected with the management of the Procedure, the evaluation of the Expressions of Interest and Offers, the conduct of the negotiations and, where applicable, the completion of the transaction.

The provision of personal data is necessary for participation in the Procedure.

Failure to provide the requested information may result in the exclusion of the applicant from the Procedure. Personal data may be disclosed to the Foundation's professional advisers, legal counsel, financial advisers, auditors and any other persons involved in the management of the Procedure, solely for purposes directly connected with the transaction and subject to appropriate confidentiality obligations. Data subjects shall enjoy all rights provided for under Articles 15 to 22 of the GDPR, including the right of access, rectification, erasure, restriction of processing and objection, under the conditions established by applicable law.

Further information regarding the processing of personal data is available in the Foundation's Privacy Notice.

7. Governing Law and Jurisdiction

This Notice, the Procedure and any matters arising in connection therewith shall be governed by the laws of the **Italian Republic**.

Any dispute arising out of or in connection with this Procedure, including its interpretation, validity, performance or termination, shall be subject to the exclusive jurisdiction of the competent courts of Italy, unless otherwise provided by mandatory provisions of law.

Participation in the Procedure shall constitute unconditional acceptance of all the terms and conditions set forth in this Notice.

Nothing contained herein shall be construed as creating any contractual obligation on the part of the Foundation until the execution of the definitive transaction documents by the relevant parties.

8. Requests for Information

Any requests for clarification concerning this Notice or the Procedure shall be submitted in writing to the following address:

Fondazione Tech e Biomedical

PEC: **fondazioneeneatech@pec.it**

or, in the case of foreign applicants, by e-mail to the address indicated by the Foundation.

The Foundation reserves the right to publish clarifications or additional information considered relevant to all participants, in order to ensure transparency and equal treatment throughout the Procedure.

Final Provisions

The Foundation reserves the right to amend or supplement this Notice whenever necessary for the proper conduct of the Procedure. Any amendments or supplements shall become effective upon publication through the same channels used for the publication of this Notice.

Participation in the Procedure shall imply full knowledge and unconditional acceptance of all provisions contained herein.

Annexes

- Annex 1 – Expression of Interest Form
- Annex 2 – Declaration of Absence of Grounds for Exclusion
- Annex 3 – Declaration on Corporate Governance and Ownership Structure (Anti-Mafia Compliance)
- Annex 4 – Declaration of Adult Household Family Members (Anti-Mafia Compliance)
- Annex 5 – Persons Subject to Anti-Mafia Verification
- Annex 6 – Declaration of Exemption from the Submission of Anti-Mafia Documentation
- Annex 7 – Customer Due Diligence Questionnaire
- Annex 8 – Non-Disclosure Agreement (NDA)
- Annex 9 – Binding Offer

ANNEX 1 – EXPRESSION OF INTEREST FORM

(To be completed on the Applicant's letterhead)

Negotiated Procedure for the Sale of Equity Interests in Holostem S.r.l. in Liquidazione

To: Fondazione Tech e Biomedical, Via Po 12, 00198 Rome, Italy

Submission: by Certified Electronic Mail (PEC) or, in the case of foreign applicants, by ordinary e-mail.

Date: _____

1. Applicant Information

Legal name	_____
Legal form / jurisdiction	_____
Registered office	_____
Registration / Tax ID / VAT No.	_____
Legal representative / authorised signatory	_____
E-mail / PEC (if applicable)	_____
Telephone	_____

2. Expression of Interest

The undersigned hereby expresses its interest in participating in the negotiated procedure for the acquisition of equity interests in Holostem S.r.l. in Liquidazione, in accordance with the Notice and the applicable transaction documentation.

3. Applicant Profile and Strategic Rationale

Corporate profile and principal business activities:

Relevant experience in the biotechnology, pharmaceutical or life sciences sectors:

Strategic rationale supporting the Applicant's interest in Holostem:

Industrial and financial information relevant to the assessment of the Applicant:

4. Declarations

- ☐ The Applicant has the legal capacity to enter into the proposed transaction.
- ☐ The Applicant is not subject to insolvency, liquidation, bankruptcy or similar proceedings.
- ☐ The Applicant is not prevented by applicable law from participating in the Procedure.
- ☐ The Applicant has adequate financial standing to pursue the transaction.

☐ The Applicant undertakes to comply with the Notice and the confidentiality obligations governing access to the Data Room.

5. Supporting Documentation

The Applicant encloses the documentation required under Section 2.2 of the Notice.

Place and Date: _____ Signature: _____

Name / Title: _____

ANNEX 2 – DECLARATION OF ABSENCE OF GROUNDS FOR EXCLUSION

(To be printed on the Applicant's letterhead)

Declaration in Lieu of Certification Absence of Grounds for Exclusion

To:

Fondazione Tech e Biomedical
Via Po 12
00198 Rome, Italy

Subject: Negotiated Procedure for the Sale of Equity Interests in Holostem S.r.l. in Liquidazione –
Declaration of Absence of Grounds for Exclusion.

I, the undersigned, _____

born in _____ on _____

resident at _____

City _____ Country _____

Postal Code _____

Tax Identification Number / Passport No. _____

acting in my capacity as _____

of _____

(the "**Company**") having its registered office at

City _____ Country _____

Postal Code _____

Tax Code / VAT Registration Number _____

being fully aware that any false statement or declaration may result in the application of the penalties provided under Article 76 of Presidential Decree No. 445 of 28 December 2000, in addition to any other civil, criminal or administrative consequences provided by applicable law,

HEREBY DECLARE as follows:

1. On my own behalf and on behalf of each member of the administrative and management bodies of the Company, that neither I nor any such person has been convicted by a final judgment, irrevocable criminal decree or judgment issued pursuant to Article 444 of the Italian Code of Criminal Procedure (plea bargain), in respect of any criminal offence which, under the applicable provisions governing public procurement, concessions or public contracts, would constitute grounds for exclusion from participation in a public procurement procedure.

2. That the Company has **not** been subject to the disqualifying sanctions provided for under Article 9, paragraph 2, letter (d) of **Legislative Decree No. 231/2001**, as subsequently amended and supplemented.

Date: _____

Digitally signed

(To be printed on the Applicant's letterhead)

ANNEX 3 – CORPORATE GOVERNANCE AND OWNERSHIP STRUCTURE**Declaration on Corporate Governance and Ownership Structure
(Anti-Mafia Compliance)****Declaration in Lieu of Certification
Corporate Governance and Ownership Structure
(Pursuant to Presidential Decree No. 445 of 28 December 2000)**

I, the undersigned, _____
 born in _____ on _____
 resident at _____
 City _____ Country _____
 acting in my capacity as the Legal Representative of _____
 (a company incorporated as _____)
 having its registered office at _____

being fully aware of the criminal liability arising from false declarations and forged documents pursuant to Articles 75 and 76 of Presidential Decree No. 445/2000,

HEREBY DECLARE as follows:**1. Corporate Information**

The Company _____

Legal form _____

is duly registered with the relevant Companies Register (Chamber of Commerce) of _____

under:

- 8. Tax Code / VAT Registration No. _____
- 9. Registration No. _____
- 10. Date of Incorporation _____
- 11. Duration (if applicable) _____
- 12. Fully subscribed and paid-in share capital _____
- 13. Registered Office _____

2. Board of Directors

The Company's management body currently consists of _____ members, namely:

Surname First Name Tax ID Office Held Appointment / Expiry Place and Date of Birth

3. Board of Statutory Auditors

(where applicable)

The Board of Statutory Auditors currently consists of _____ members as follows:

Surname First Name Tax ID Office Held Appointment / Expiry Place and Date of Birth

4. Supervisory Body

(where established pursuant to Article 6(1)(b) of Legislative Decree No. 231/2001)

The Supervisory Body consists of _____ members:

Surname First Name Tax ID Appointment / Expiry Place and Date of Birth

5. Technical Director(s)

(where applicable)

Surname First Name Tax ID Appointment / Expiry Place and Date of Birth

6. Attorneys-in-Fact

(Special Powers of Attorney)

Surname First Name Tax ID Appointment / Expiry Place and Date of Birth

7. Shareholders / Beneficial Owners

The Company's shareholders and holders of ownership interests are as follows:

Surname First Name Tax ID Place and Date of Birth Company Ownership Interest

8. Corporate Shareholders

The following legal entities hold ownership interests in the Company:

Company Tax / VAT No. Registered Office Ownership Interest

9. Corporate Purpose

The Company's corporate purpose is:

10. Branch Offices and Local Establishments

The Company operates the following branch offices and/or local business units:

Privacy Statement

The undersigned acknowledges that the personal data contained in this Declaration will be processed by the Foundation in accordance with Regulation (EU) 2016/679 (GDPR) and the applicable Italian data protection legislation, exclusively for purposes connected with the evaluation of the present Procedure and any contractual relationship arising therefrom.

Place and Date

Signature

Notes

* Only those general or special attorneys-in-fact who, by virtue of the powers granted to them, are authorised to participate in public procurement procedures, execute the relevant contracts and, more generally, exercise decision-making or management powers capable of binding the Company, shall be indicated.

** Shareholders shall be indicated in accordance with the provisions set out in Annex 1.

Notification of Changes in Corporate Governance

The legal representatives of corporate entities shall notify the competent Prefecture, within thirty (30) days of any change in the Company's ownership or management structure, by submitting the relevant corporate documentation concerning the persons subject to anti-mafia verification.

Failure to comply with this obligation shall be subject to the administrative penalties provided for under Article 86(4) of Legislative Decree No. 159/2011, as amended.

ANNEX 4 – ADULT HOUSEHOLD FAMILY MEMBERS

ANNEX 4 - Declaration of Adult Household Family Members (Anti-Mafia Compliance)

Declaration in Lieu of Certification

Adult Household Family Members

(Pursuant to Presidential Decree No. 445 of 28 December 2000)

Name of the Applicant / Company for which this Declaration is submitted

I, the undersigned _____

(first name and surname)

born in _____ Province _____

on _____
 resident at _____
 Street / Square _____ No. _____
 Tax Identification Number _____
 acting in my capacity as _____
 of _____

(the "**Company**"),

being fully aware of the criminal penalties applicable in the event of false declarations and of the consequent forfeiture of any benefits obtained, pursuant to Articles 75 and 76 of **Presidential Decree No. 445/2000**,

HEREBY DECLARE

pursuant to Article 85, paragraph 3, of **Legislative Decree No. 159/2011**, that the following adult household family members currently reside with me:

Adult Household Family Member No. 1

First Name _____
 Surname _____
 Born in _____
 Province _____
 Date of Birth _____
 Address _____
 Street / Square _____
 No. _____
 Tax Identification Number _____

Adult Household Family Member No. 2

First Name _____
 Surname _____
 Born in _____
 Province _____
 Date of Birth _____

Address _____

Street / Square _____

No. _____

Tax Identification Number _____

Adult Household Family Member No. 3

First Name _____

Surname _____

Born in _____

Province _____

Date of Birth _____

Address _____

Street / Square _____

No. _____

Tax Identification Number _____

Adult Household Family Member No. 4

First Name _____

Surname _____

Born in _____

Province _____

Date of Birth _____

Address. _____

Street / Square _____

No. _____

Tax Identification Number _____

Privacy Statement

The undersigned further acknowledges that, pursuant to **Legislative Decree No. 196/2003**, as amended, and **Regulation (EU) 2016/679 (General Data Protection Regulation – GDPR)**, the personal data collected through this Declaration will be processed, including by electronic means, exclusively for purposes connected with the contractual relationship already in place or currently under evaluation in connection with the present Procedure.

Place and Date**Signature of the Declarant**

Notes

(*) This Declaration shall be completed and signed by each of the persons identified under **Article 85 of Legislative Decree No. 159/2011**, as listed in **Annex 1**.

()** For the purposes of this Declaration, "**adult household family members**" means any person aged eighteen (18) years or over who permanently resides with the persons referred to in Article 85 of Legislative Decree No. 159/2011.

ANNEX 5 – PERSONS SUBJECT TO ANTI-MAFIA VERIFICATION

Persons Subject to Anti-Mafia Verification

(Article 85 of Legislative Decree No. 159/2011)

The following table identifies, according to the legal form of the applicant, the persons required to submit the declarations referred to in **Annex 2 (Declaration of Absence of Grounds for Exclusion)** and **Annex 3 (Corporate Governance and Ownership Structure Declaration)**.

Type of Entity	Persons Required to Submit the Declarations (Annexes 2 & 3)
Sole Proprietorship (Art. 85(1))	• Sole Proprietor • Technical Director (where applicable) • Adult household family members of the above persons
Associations (Art. 85(2)(a))	• Legal Representatives • Technical Director (where applicable) • Members of the Board of Statutory Auditors / Audit Committee (where applicable) • Adult household family members of the above persons
Companies Limited by Shares (Corporations) (Art. 85(2)(c))	• Legal Representative • Directors (Chairperson, Chief Executive Officer and Board Members) • Technical Director (where applicable) • Majority Shareholder (where the company has four or fewer shareholders) • Sole Shareholder (single-member company) • Members of the Board of Statutory Auditors or Sole Auditor (where applicable) • Members of the Supervisory Body pursuant to Legislative Decree No. 231/2001 • Adult household family members of all the above persons
General Partnerships (Società in Nome Collettivo) (Art. 85(2)(e))	• All Partners • Technical Director (where applicable) • Members of the Board of Statutory Auditors (where applicable) • Adult household family members of the above persons
Limited Partnerships (Società in Accomandita Semplice) (Art. 85(2)(f))	• General Partners • Technical Director (where applicable) • Members of the Board of Statutory Auditors (where applicable) • Adult household family members of the above persons
Foreign Companies with a Secondary Establishment in Italy (Art. 85(2)(g))	• Permanent Representatives in Italy • Technical Director (where applicable) • Members of the Board of Statutory Auditors, including Alternate Auditors (where applicable) • Adult household family members of the above persons
Foreign Companies without a Secondary Establishment but with Permanent Representation in Italy (Art. 85(2-ter))	• Individuals exercising management, representation or executive powers • Adult household family members of the above persons
Partnerships (Art. 85(2)(i))	• Individual partners of partnerships or corporate entities holding an interest in the partnership concerned • Technical Director (where applicable) • Members of the Board of Statutory Auditors (where applicable) • Adult household family members of the above persons
Companies Limited by Shares (including Consortium Companies), Cooperatives, Cooperative Consortia and Consortia with External Activities (Art. 85(2)(b))	• Legal Representative • Members of the Board of Directors • Technical Director (where applicable) • Members of the Board of Statutory Auditors (where applicable) • Each consortium member holding at least a 5% interest • Adult household family members of the above persons
Consortia under Article 2602 of the Italian Civil Code (without external activities) and European Economic Interest Groupings (EEIG) (Art. 85(2)(d))	• Legal Representative • Technical Director (where applicable) • Consortium Members (companies or individual entrepreneurs) • Members of the Board of Statutory Auditors (where applicable) • Adult household family members of the above persons
Temporary Groupings of Undertakings (RTI) (Art. 85(2)(h))	• All companies forming the grouping, including foreign entities, together with the relevant individuals identified according to their legal form • Technical

Type of Entity	Persons Required to Submit the Declarations (Annexes 2 & 3)
	Director (where applicable) • Members of the Board of Statutory Auditors (where applicable) • Adult household family members of the above persons

Additional Persons Subject to Verification

The following persons are also subject to anti-mafia verification:

1. General and Special Attorneys-in-Fact exercising decision-making or management powers capable of binding the Company;
2. Sole Auditor, where applicable under Article 2477 of the Italian Civil Code;
3. Members of the Supervisory Body established pursuant to Legislative Decree No. 231/2001.

Definitions

Term	Definition
Board Members	Chairperson of the Board of Directors, Chief Executive Officer and Directors.
Members of the Board of Statutory Auditors	Both Standing and Alternate Auditors.
Adult Household Family Members	Any individual aged eighteen (18) years or over permanently residing with any person subject to anti-mafia verification.
Majority Shareholder	The natural or legal person holding the largest ownership interest in the Company. Where three or four shareholders hold identical percentages, no declaration is required. Where two shareholders each hold 50% or one of three shareholders holds 50%, the relevant documentation must be provided in accordance with Article 91(5) of Legislative Decree No. 159/2011 and the applicable case law of the Italian Council of State.

ANNEX 6 – EXEMPTION FROM ANTI-MAFIA DOCUMENTATION

ANNEX 6 - Declaration of Exemption from the Submission of Anti-Mafia Documentation

Declaration in Lieu of Certification

Exemption from the Submission of Anti-Mafia Documentation

(Pursuant to Presidential Decree No. 445 of 28 December 2000)

To:

Fondazione Tech e Biomedical

I, the undersigned, _____

(Full Name)

acting in my capacity as the **Legal Representative** of _____

(the "Company"),

being fully aware of the criminal penalties provided for under Article 76 of **Presidential Decree No. 445/2000** in the event of false statements, the creation or use of false documents, and of the forfeiture of any benefits obtained on the basis of inaccurate declarations pursuant to Article 75 of the same Presidential Decree,

HEREBY DECLARE

that the above-mentioned Company is **exempt from the obligation to submit anti-mafia documentation**, pursuant to **Article 83(3) of Legislative Decree No. 159/2011**, as it falls within one of the following categories:

Applicable Exemption - Please tick the applicable category:

☐ **Category of Exemption**

- ☐ State-controlled authority or public undertaking, or any company directly or indirectly controlled by the State or another public authority, public works concessionaire, public administration or public entity;
- ☐ Public or private entity whose governing body, management body or supervisory body is, by law or regulation, subject to specific integrity and suitability requirements intended to exclude the existence of any grounds for suspension, disqualification or prohibition under Article 67 of Legislative Decree No. 159/2011;
- ☐ Individual artisan carrying out business activities as a sole proprietor;

☐ Entity included in the **White List** of suppliers, service providers and contractors operating in sectors considered particularly exposed to the risk of organised crime infiltration, pursuant to Article 1, paragraphs 52, 53 and 54 of Law No. 190/2012 and the Prime Ministerial Decree of 18 April 2013, as subsequently amended. Registration in the White List is deemed equivalent to anti-mafia certification pursuant to Article 1(52-bis) of Law No. 190/2012;

☐ Entity registered in the **Anti-Mafia Register of Contractors (Anagrafe Antimafia degli Esecutori)** established under Article 30 of Decree-Law No. 189 of 17 October 2016, converted into Law No. 229 of 15 December 2016, pursuant to Article 83-bis(2) of Legislative Decree No. 159/2011.

The Company undertakes to **promptly notify the Foundation of any change affecting the above exemption status** during the course of the Procedure.

Place and Date

Legal Representative

ANNEX 7 – CUSTOMER DUE DILIGENCE FORM*(To be completed by the Applicant)***Declaration****(PURSUANT TO ITALIAN LEGISLATIVE DECREE NO. 231/2007 – ANTI-MONEY LAUNDERING REGULATIONS)**

I, the undersigned, _____

Tax Identification Number: _____

acting in the capacity of (please tick the appropriate box):

☐ **Individual Applicant / Direct Party to the Transaction**☐ **Legal Representative of the following legal entity:****Company Registration / Tax Identification Number:** _____

acting pursuant to the powers conferred by: _____

being fully aware of the criminal liability provided for under Article 55, paragraphs 2 and 3, of Italian Legislative Decree No. 231/2007, hereby declare as follows:

1. I acknowledge that the information requested herein is collected for the purpose of complying with the Customer Due Diligence obligations concerning the Customer and the Beneficial Owner pursuant to Italian Legislative Decree No. 231/2007, relating to the prevention of the use of the financial and economic system for the purpose of laundering the proceeds of criminal activities and terrorist financing;
2. I acknowledge that the provision of the information requested herein is mandatory;
3. I understand that failure to provide the information requested herein will result in the impossibility of carrying out the requested transactions, pursuant to Article 23 of Italian Legislative Decree No. 231/2007;
4. I undertake to promptly notify the Foundation of any changes or amendments affecting the information provided herein.

In light of the above, I provide the following information.

SECTION A – IDENTIFICATION DETAILS OF THE PARTY TO THE TRANSACTION / DIRECT ACCOUNT HOLDER**A1 – To be completed only in the case of an individual Party to the Transaction / Direct Account Holder****SURNAME** _____**FIRST NAME** _____

☐ M ☐ F

RESIDENTIAL ADDRESS _____

POSTAL CODE _____

CITY / MUNICIPALITY _____

PROVINCE _____

TAX IDENTIFICATION NUMBER _____

PLACE OF BIRTH _____

PROVINCE _____

DATE OF BIRTH _____

(DD/MM/YY)

TYPE OF IDENTIFICATION DOCUMENT: _____

DOCUMENT NUMBER: _____

(Please attach a copy of the identification document and Tax Identification Number.)

DATE OF ISSUE: _____

ISSUING AUTHORITY: _____

EXPIRY DATE: _____

Does the individual belong to a category of Politically Exposed Persons (PEPs)?

☐ YES ☐ NO

Details of the Person Acting on Behalf of the Customer, if applicable

SURNAME _____

FIRST NAME _____

☐ M ☐ F

RESIDENTIAL ADDRESS _____

POSTAL CODE _____

CITY / MUNICIPALITY _____

PROVINCE _____

TAX IDENTIFICATION NUMBER _____

PLACE OF BIRTH _____

PROVINCE _____

DATE OF BIRTH _____

(DD/MM/YY)

TYPE OF IDENTIFICATION DOCUMENT: _____

DOCUMENT NUMBER: _____

(Please attach a copy of the identification document and Tax Identification Number.)

DATE OF ISSUE: _____

ISSUING AUTHORITY: _____

EXPIRY DATE: _____

Does the person belong to a category of Politically Exposed Persons (PEPs)?¹☐ YES ☐ NO

Relationship between the Person Acting on Behalf of the Customer and the Customer:

A2 – To be completed in the case of a company, sole proprietorship, entity, including a public entity, foundation, trust, or any other entity other than an individual**Corporate Information**

NAME / CORPORATE NAME AND LEGAL FORM (BENEFICIARY): _____

REGISTERED OFFICE: _____

POSTAL CODE _____

CITY / MUNICIPALITY _____

PROVINCE _____

TAX IDENTIFICATION NUMBER AND VAT NUMBER: _____

DATE OF INCORPORATION / ESTABLISHMENT: _____

REGISTERED WITH THE COMPANIES REGISTER *(or equivalent register for foreign companies):***Legal Representative**

SURNAME _____

FIRST NAME _____

☐ M ☐ F

RESIDENTIAL ADDRESS _____

POSTAL CODE _____

CITY / MUNICIPALITY _____

PROVINCE _____

PLACE OF BIRTH _____

PROVINCE _____

TAX IDENTIFICATION NUMBER _____

DATE OF BIRTH _____

(DD/MM/YY)

TYPE OF IDENTIFICATION DOCUMENT: _____

DOCUMENT NUMBER: _____

(Please attach a copy of the identification document and Tax Identification Number.)

DATE OF ISSUE: _____

ISSUING AUTHORITY: _____

EXPIRY DATE: _____

Person Acting on Behalf of the Company, if different from the Legal Representative**SURNAME** _____**FIRST NAME** _____☐ M ☐ F**RESIDENTIAL ADDRESS** _____**POSTAL CODE** _____**CITY / MUNICIPALITY** _____**PROVINCE** _____

TAX IDENTIFICATION NUMBER _____

PLACE OF BIRTH _____

PROVINCE _____

DATE OF BIRTH _____

(DD/MM/YY)

TYPE OF IDENTIFICATION DOCUMENT: _____

DOCUMENT NUMBER: _____

(Please attach a copy of the identification document and Tax Identification Number.)

DATE OF ISSUE: _____

ISSUING AUTHORITY: _____

EXPIRY DATE: _____

Does the person belong to a category of Politically Exposed Persons (PEPs)?¹☐ YES ☐ NO

Relationship between the Person Acting on Behalf of the Customer and the Customer:

SECTION B – BENEFICIAL OWNER OF THE BUSINESS RELATIONSHIP²*(To be completed only in the case of an entity referred to in Section A2 above.)*

I, the undersigned, further declare that:

Please tick the applicable statement:

☐ There is no Beneficial Owner because the entity referred to in Section A2 is a **sole proprietorship** and does not act on behalf of individuals other than the owner of the business;☐ There is no Beneficial Owner because the entity referred to in Section A2 is an **ecclesiastical entity** (e.g. parish, diocese, seminary);☐ There is no Beneficial Owner because the entity referred to in Section A2 is a **company controlled by a public entity**.

Name and Tax Identification Number of the controlling entity:

☐ There is no Beneficial Owner because the entity referred to in Section A2 is a **company and there are no individuals who:**

(i) directly or indirectly own or control more than 25% of the company's share capital or voting rights; or

(ii) otherwise exercise control over the management of the company (for example, by virtue of shareholders' agreements, family or other relationships, or in consideration of the influence exercised over matters reserved to the shareholders, etc.);

☐ There is no Beneficial Owner because the entity referred to in Section A2 is a **company controlled by a company admitted to trading on a regulated market and subject to disclosure requirements in accordance with European Union legislation or equivalent international standards**.

Name and Tax Identification Number of the controlling company:

☐ There is no Beneficial Owner because the entity referred to in Section A2 is a **consortium or other organisation characterised by a similar ownership structure** (e.g. network of enterprises, equal cooperative group, European Economic Interest Grouping, etc.), or another organisation or association of any kind, and:

(i) there are no individuals holding more than 25% of the fund or assets of the organisation;

(ii) there are no individuals who, pursuant to the organisation's constitutive agreement or other deeds or circumstances, hold more than 25% of the voting rights within the organisation's decision-making body or the right to appoint the majority of those responsible for its administration;

(iii) one or more of the persons identified on the basis of the above criteria is not an individual and there are no individuals who ultimately own or exercise direct or indirect control over such person;

(iv) there are no persons responsible for the administration who exercise, in practice, a dominant influence over decisions reserved to the participants in the organisation, particularly decisions concerning the appointment of those responsible for its administration;

☐ There is no Beneficial Owner because the entity referred to in Section A2 is a **foundation or non-profit organisation** and:

(i) the future beneficiaries have already been determined and there are no individuals who are beneficiaries of 25% or more of the assets of the foundation or non-profit organisation;

(ii) there are no individuals who exercise, including de facto, control over 25% or more of the assets of the foundation or non-profit organisation;

☐ If the entity referred to in Section A2 is a **foundation or trust whose future beneficiaries have not yet been determined**, please indicate the category of persons in whose principal interest the foundation or trust has been established or operates.

Category of persons:

The Beneficial Owner(s) is/are the following:

Beneficial Owner No. 1

SURNAME _____

FIRST NAME _____

☐ M ☐ F

RESIDENTIAL ADDRESS _____

POSTAL CODE _____

CITY / MUNICIPALITY _____

PROVINCE _____

TAX IDENTIFICATION NUMBER _____

PLACE OF BIRTH _____

PROVINCE _____

DATE OF BIRTH _____

(DD/MM/YY)

TYPE OF IDENTIFICATION DOCUMENT: _____

DOCUMENT NUMBER: _____

(Please attach a copy of the identification document and Tax Identification Number.)

DATE OF ISSUE: _____

ISSUING AUTHORITY: _____

EXPIRY DATE: _____

Does the individual belong to a category of Politically Exposed Persons (PEPs)?¹☐ YES ☐ NO**Relationship between the Beneficial Owner and the Customer:****Beneficial Owner No. 2**

SURNAME _____

FIRST NAME _____

☐ M ☐ F

RESIDENTIAL ADDRESS _____

POSTAL CODE _____

CITY / MUNICIPALITY _____

PROVINCE _____

TAX IDENTIFICATION NUMBER _____

PLACE OF BIRTH _____

PROVINCE _____

DATE OF BIRTH _____

(DD/MM/YY)

TYPE OF IDENTIFICATION DOCUMENT: _____

DOCUMENT NUMBER: _____

(Please attach a copy of the identification document and Tax Identification Number.)

DATE OF ISSUE: _____

ISSUING AUTHORITY: _____

EXPIRY DATE: _____

Does the individual belong to a category of Politically Exposed Persons (PEPs)?¹☐ YES ☐ NO**Relationship between the Beneficial Owner and the Customer:****Beneficial Owner No. 3**

SURNAME _____

FIRST NAME _____

☐ M ☐ F

RESIDENTIAL ADDRESS _____

POSTAL CODE _____

CITY / MUNICIPALITY _____

PROVINCE _____

TAX IDENTIFICATION NUMBER _____

PLACE OF BIRTH _____

PROVINCE _____

DATE OF BIRTH _____

(DD/MM/YY)

TYPE OF IDENTIFICATION DOCUMENT: _____

DOCUMENT NUMBER: _____

(Please attach a copy of the identification document and Tax Identification Number.)

DATE OF ISSUE: _____

ISSUING AUTHORITY: _____

EXPIRY DATE: _____

Does the individual belong to a category of Politically Exposed Persons (PEPs)?¹☐ YES ☐ NO**Relationship between the Beneficial Owner and the Customer:**_____
_____**SECTION C – INFORMATION ON THE PURPOSE AND NATURE OF THE ONGOING BUSINESS RELATIONSHIP**

I, the undersigned, declare that the business relationship concerns (please tick one of the following):

☐ **Admission to benefits provided under incentive schemes;**☐ **Equity interest / Shareholding;**☐ **Other (please specify):****SECTION D – SOURCE OF THE FUNDS USED**☐ Financing☐ Own Funds☐ Other (please specify):**Place and Date:** _____**The Customer / Legal Representative or Person Acting on Behalf of the Customer****Name:** _____

Capacity: _____

Signature: _____

APPENDIX A

DEFINITION OF POLITICALLY EXPOSED PERSON (PEP)

For the purposes of this Form, “**Politically Exposed Person (PEP)**” shall have the meaning attributed to such term under Italian Legislative Decree No. 231/2007 and the applicable European anti-money laundering legislation.

a) Pursuant to Article 1, paragraph 2, letter (o), of Italian Legislative Decree No. 231/2007

“Politically Exposed Persons” means individuals who are citizens of EU Member States or non-EU countries who hold or have held important public offices, as well as their immediate family members or persons known to have close relationships with them, identified on the basis of the criteria set forth in the Technical Annex to the Decree.

b) Pursuant to Article 1 of the Technical Annex to Italian Legislative Decree No. 231/2007

1 Individuals who hold or have held important public offices include:

- a) Heads of State, Heads of Government, Ministers and Deputy Ministers or Undersecretaries;
- b) Members of Parliament;
- c) Members of supreme courts, constitutional courts and other high-level judicial bodies whose decisions are generally not subject to further appeal, except in exceptional circumstances;
- d) Members of Courts of Auditors and members of the governing bodies of central banks;
- e) Ambassadors, chargés d'affaires and high-ranking officers of the armed forces;
- f) Members of the administrative, management or supervisory bodies of state-owned enterprises.

Officials at middle or lower levels are not included in any of the categories specified above. The categories referred to in letters (a) to (e) include, where applicable, positions at European and international level.

2 **Immediate family members** means:

- a) the spouse;
- b) children and their spouses;
- c) persons who, during the preceding five-year period, have lived with the persons referred to in the preceding letters;
- d) parents.

3 For the purposes of identifying persons with whom the persons referred to in paragraph 1 are known to have close relationships, reference shall be made to:

- a) any individual who is known to be the joint Beneficial Owner of legal entities or who has any other close business relationship with a person referred to in paragraph 1;
- b) any individual who is the sole Beneficial Owner of legal entities or legal arrangements known to have been established de facto for the benefit of a person referred to in paragraph 1.

- 4 Without prejudice to the application, on a risk-sensitive basis, of enhanced Customer Due Diligence measures, where a person has ceased to hold an important public office for a period of at least one year.

c) Pursuant to the Bank of Italy Measure of 3 April 2013

The definition also includes persons resident in Italy who hold or have held important public offices on the basis of the criteria set forth in the Technical Annex to the Anti-Money Laundering Decree, as well as their immediate family members and persons with whom they are known to have close relationships.

APPENDIX B

BENEFICIAL OWNER

Article 2 of the Technical Annex to Italian Legislative Decree No. 231/2007

(Reference: Article 1, paragraph 2, letter (u), of Italian Legislative Decree No. 231/2007)

For the purposes of the applicable legislation, the **Beneficial Owner** means:

a) In the case of companies:

- 1 the individual or individuals who ultimately own or control a legal entity, through direct or indirect ownership or control of a sufficient percentage of the share capital or voting rights in such legal entity, including through bearer shares, provided that the entity is not a company admitted to trading on a regulated market and subject to disclosure requirements in accordance with European Union legislation or equivalent international standards.

This criterion is deemed to be met where the percentage corresponds to **25% plus one share of the share capital**;

- 2 the individual or individuals who otherwise exercise control over the management of a legal entity.

b) In the case of legal entities such as foundations and legal arrangements such as trusts which administer and distribute funds:

- where the future beneficiaries have already been determined, the individual or individuals who are beneficiaries of **25% or more of the assets** of the legal entity;
- where the individuals who benefit from the legal entity have not yet been determined, the **category of persons in whose principal interest the legal entity has been established or operates**;
- the individual or individuals who exercise control over **25% or more of the assets** of a legal entity.

ANNEX 8 – NON-DISCLOSURE AGREEMENT

(the "Agreement")

between

Fondazione Tech e Biomedical, having its registered office at Via Po 12, 00198 Rome, Italy, Tax Code No. 15959181007 and VAT Registration No. 96469190589, a private-law foundation subject to the supervision of the Italian Ministry of Enterprises and Made in Italy and Italian Ministry of Health, represented for the purposes of this Agreement by Dr Carmela Notaro, Director of Projects and Investments, acting pursuant to the Special Power of Attorney executed on 13 February 2025 before Notary Vincenzo Papi (Rep. No. 7997 – Collection No. 4593)

(hereinafter the "Foundation")

and

Holostem S.r.l. in Liquidazione, having its registered office at Via Glauco Gottardi 100, 41125 Modena, Italy, Tax Code No. 04046750362, represented by []

(hereinafter the "Target") on the one hand,

and

[●] having its registered office at [●] represented by [●] in the capacity of [●] (hereinafter the "Receiving Party") on the other hand, (the Foundation, the Target and the Receiving Party being hereinafter jointly referred to as the "Parties").

RECITALS

A. The Foundation and the Target intend to disclose certain Confidential Information (as defined herein) relating to the Target in order to enable the Receiving Party to evaluate a potential investment in the share capital of the Target and the opportunity to establish a strategic and commercial partnership with the Target.

B. The Receiving Party is: _____

[please insert a brief description of the organisation].

C. The Parties therefore wish to regulate the confidentiality obligations applicable to all Confidential Information that may be disclosed by the Foundation and/or the Target for the purposes set out in Recital A.

NOW, THEREFORE, the Parties agree as follows.

1. Definitions

The Recitals form an integral and substantive part of this Agreement.

2. Purpose

This Agreement sets out:

- the confidentiality obligations of the Receiving Party;
- the conditions governing the disclosure of Confidential Information;
- the permitted use of such Confidential Information solely for the purposes described in Recital A.

3. Confidential Information

For the purposes of this Agreement, "Confidential Information" means any information, in whatever form, relating to the Target and disclosed to the Receiving Party by either or both of the other Parties, whether orally, electronically or in writing.

Confidential Information includes, without limitation:

14. financial information;
15. accounting information;
16. business plans;
17. budgets;
18. strategic plans;
19. tax information;
20. legal documentation;
21. commercial strategies;
22. marketing strategies;
23. technologies already developed or under development;
24. manufacturing processes;
25. intellectual property;
26. technical documentation;
27. reports, analyses, summaries and any other documents derived from the Confidential Information.

Information Excluded from Confidential Information

Confidential Information shall not include information which:

1. was publicly available at the time of disclosure;
2. subsequently becomes publicly available through no breach of this Agreement;
3. is disclosed with the prior written consent of the disclosing Party;
4. has been independently developed by the Receiving Party without reference to the Confidential Information;
5. is required to be disclosed pursuant to applicable law, regulation or a lawful order of a competent authority, provided that the Receiving Party promptly informs the other Parties whenever legally permitted to do so.

4. Authorised Persons

The Receiving Party may disclose Confidential Information only to its:

1. directors;
2. officers;
3. employees;
4. professional advisers;
5. external consultants,

strictly on a need-to-know basis and solely for the purposes described in this Agreement.

The Receiving Party shall ensure that each Authorised Person is informed of, and complies with, the confidentiality obligations set forth herein.

5. Confidentiality Obligations

The Receiving Party undertakes to:

1. use the Confidential Information exclusively for the Permitted Purpose;
2. refrain from disclosing the Confidential Information to any person other than the Authorised Persons;
3. refrain from issuing any press release or public announcement concerning the Transaction without the prior written consent of the Foundation and the Target;

4. promptly notify the other Parties of any unauthorised disclosure or suspected breach of confidentiality and cooperate in mitigating its consequences.

6. Security Measures

The Receiving Party shall adopt appropriate technical and organisational measures to protect the Confidential Information.

In particular, the Receiving Party shall:

1. make copies only where strictly necessary for the evaluation of the Transaction;
2. clearly mark all copies as "Confidential";
3. protect the Confidential Information with at least the same degree of care as it applies to its own confidential information, and in any event with a reasonable standard of care.

7. Ownership of Confidential Information

All Confidential Information shall remain the exclusive property of the disclosing Party.

Nothing contained in this Agreement shall be construed as granting the Receiving Party any licence or other intellectual property rights in respect of the Confidential Information.

8. Term – Return and Destruction of Documents

This Agreement shall enter into force on the date of signature and shall remain effective for twenty-four (24) months.

The confidentiality obligations shall survive termination or expiry of this Agreement for a further three (3) years, or for so long as the Confidential Information qualifies as a trade secret under Articles 98 and 99 of the Italian Industrial Property Code, whichever is longer.

Upon written request by the Foundation or the Target, the Receiving Party shall promptly:

1. return all Confidential Information;
2. destroy all copies, extracts and reproductions;
3. permanently delete all electronic copies, except those automatically retained in disaster recovery or backup systems.

Any retained copies shall remain subject to this Agreement.

9. Breach

The Receiving Party acknowledges that any breach of this Agreement may cause irreparable harm to the Foundation and/or the Target.

The Receiving Party shall be fully liable, including for any breach committed by its Authorised Persons, in accordance with Article 1381 of the Italian Civil Code.

10. Data Protection

The Parties undertake to process all personal data in accordance with Regulation (EU) 2016/679 (GDPR) and the applicable Italian data protection legislation.

Where required, the Parties shall execute the appropriate data processing agreements governing any processing activities arising from this Agreement.

11. Governing Law and Jurisdiction

This Agreement shall be governed by the laws of the Italian Republic.

The Court of Rome shall have exclusive jurisdiction over any dispute arising out of or in connection with this Agreement, without prejudice to any mandatory jurisdiction provided by law.

12. Code of Ethics and Legislative Decree No. 231/2001

The Foundation has adopted an Organisation, Management and Control Model pursuant to Legislative Decree No. 231/2001, together with a Code of Ethics, both available on the Foundation's institutional website.

The Receiving Party undertakes to comply with the principles contained therein.

Any breach of the provisions of Legislative Decree No. 231/2001 or of the Foundation's Code of Ethics may constitute a material breach of this Agreement and may entitle the Foundation to terminate the Agreement, without prejudice to any further remedies available under applicable law.

Executed in Rome on [●] 2026

For Fondazione Tech e Biomedical For Holostem S.r.l. in Liquidazione For the Receiving Party

ANNEX 9 – BINDING OFFER**To****Fondazione Tech e Biomedical**

Via Po 12

00198 Rome

Italy

By Certified Electronic Mail (PEC)

or, for foreign bidders, by e-mail

Date: _____

Subject - Binding Offer for the Acquisition of an Equity Interest in Holostem S.r.l. in Liquidazione

Dear Sirs,

We hereby submit this **Binding Offer** in relation to the proposed acquisition by **[Investor Name]** (the "**Investor**") of an equity interest representing **[●]%** of the share capital of **Holostem S.r.l. in Liquidazione** (the "**Company**"), currently wholly owned by **Fondazione Tech e Biomedical** (the "**Seller**"), in accordance with the terms and conditions set out below (the "**Transaction**").

1. Bidder Information**Bidder Details**

Legal Name _____

Legal Form _____

Registered Office _____

Registration Number _____

Tax Identification Number _____

VAT Registration Number _____

Legal Representative _____

Telephone _____

E-mail _____

PEC (if applicable) _____

2. Strategic Rationale

Please provide a description of the strategic rationale supporting the proposed Transaction, including, where relevant:

1. strategic objectives;
2. industrial vision;
3. expected synergies;
4. development plans;
5. commitment towards Holostem's future growth;

6. expected contribution to the Company's long-term sustainability.
Applicants are encouraged to refer to the objectives outlined in the Notice.

3. Proposed Transaction Structure

The proposed Transaction contemplates the acquisition of

[●]% of the equity interests in the Company.

Please describe:

1. ownership structure following completion;
2. equity interest retained by the Seller (if any);
3. governance arrangements;
4. shareholders' agreement (if envisaged);
5. exit mechanisms;
6. subsequent investment commitments;
7. any other relevant structural aspects.

4. Purchase Price

Based on the preliminary information made available during the due diligence process, the Investor attributes to the Company an **Enterprise Value** of:

€ _____

(on a **cash-free / debt-free basis**).

Accordingly, the purchase price for the proposed equity interest shall be:

€ _____

to be paid as follows:

5. Nature of this Offer

This Offer constitutes a **binding and irrevocable offer** valid until: _____

6. Indicative Transaction Timetable

The Investor proposes that the Transaction be completed within _____ -

Should negotiations still be ongoing upon expiry of the above timetable, the Parties undertake to negotiate in good faith any reasonable extension required to complete the Transaction.

7. Confidentiality

This Binding Offer and its contents, together with all information disclosed by the Seller during the Transaction process, shall be treated as strictly confidential.

Except where disclosure is required to directors, officers, employees, professional advisers or financing institutions involved in the evaluation of the Transaction, the Investor shall not disclose any such information without the Seller's prior written consent and shall comply at all times with the applicable confidentiality obligations.

8. Governing Law and Jurisdiction

This Binding Offer shall be governed by and construed in accordance with the **laws of Italy**.

The Courts of **Rome** shall have exclusive jurisdiction over any dispute arising out of or in connection with this Binding Offer.

9. Contact Persons

Primary Contact

Name _____
 Position _____
 Telephone _____
 E-mail _____
 PEC (if applicable) _____

Financial / Legal Adviser

Name _____
 Firm _____
 Telephone _____
 E-mail _____

We remain at your disposal, together with our advisers, to provide any clarification regarding this Binding Offer and to participate in any further discussions concerning the proposed Transaction.

Yours faithfully,

For the Investor

Name _____
 Title _____
 Signature _____

Accepted for the purposes of Sections 7 (Confidentiality) and 8 (Governing Law and Jurisdiction)

Fondazione Tech e Biomedical

Name _____
 Title _____

Fondazione Tech e Biomedical

Signature _____

GLOSSARY OF ITALIAN LEGAL TERMS

Term	Meaning / Explanation
PEC (Posta Elettronica Certificata)	Italian certified electronic mail system providing legally recognised evidence of transmission and receipt.
Titolare Effettivo (Beneficial Owner)	The natural person or persons who ultimately own or control an entity, or otherwise exercise ultimate control, under applicable Italian anti-money laundering rules.
Società in liquidazione (Company in Liquidation)	An Italian company undergoing liquidation following a decision to wind up its corporate activity; it continues to exist for the purposes of the liquidation.
Legislative Decree (D.Lgs.)	An Italian legislative instrument issued by the Government pursuant to a delegation granted by Parliament.
Presidential Decree (D.P.R.)	A decree of the President of the Italian Republic, including D.P.R. No. 445/2000 on administrative declarations and self-certification.
D.Lgs. 231/2001	Italian Legislative Decree governing administrative liability of entities arising from certain offences and related organisational, management and control models.
D.Lgs. 231/2007	Italian Legislative Decree establishing the Italian anti-money laundering framework, including customer due diligence and beneficial ownership requirements.
Anti-Mafia Documentation	Documentation required under Italian anti-mafia legislation to verify the absence of grounds that may prevent or restrict certain contractual or transactional relationships.
White List	Register of suppliers, service providers and contractors operating in sectors particularly exposed to organised-crime infiltration; registration may have effects equivalent to anti-mafia certification under applicable law.
CCIAA	Italian Chamber of Commerce, Industry, Crafts and Agriculture, which maintains the Companies Register.
REA	Repertorio Economico Amministrativo, the administrative-economic register maintained by the Italian Chambers of Commerce.
PEP (Politically Exposed Person)	A person falling within the categories identified by applicable anti-money laundering legislation because of prominent public functions, together with relevant family members and close associates where provided by law.
Data Room	

	Secure electronic repository through which transaction, legal, financial, technical and operational documentation is made available for due diligence.
Expression of Interest	Non-binding expression of interest submitted to participate in the Procedure and request admission to the negotiation phase.
Binding Offer	Binding and irrevocable offer submitted by an admitted participant following due diligence, subject only to any stated conditions precedent.

DISCLAIMER

This English-language International Legal & Transaction Pack has been prepared to facilitate the participation of international investors and advisers in the negotiated procedure concerning Holostem S.r.l. in liquidazione.

The English wording is intended as a clear and consistent working version of the transaction documentation. Unless expressly provided otherwise, the Italian legal framework and the Italian originals of the relevant documents remain the authoritative reference. In the event of any inconsistency between an English version and an Italian original, the Italian original shall prevail, subject to any mandatory contractual provision to the contrary.

This Pack does not constitute legal, tax, accounting, financial or investment advice. Each participant should obtain independent professional advice before taking any action or submitting any offer.

The inclusion of a document in this Pack does not constitute a representation or warranty by the Foundation as to information supplied by a participant or third party, except to the extent expressly provided in the relevant definitive documentation.

| 11 August 2026 | Fondazione Tech e Biomedical