**ANNEX no. 2 – Data Room Regulation**

**Article 1. – Object**

1.1 This regulation (hereinafter, the “**Regulation**”) provides the procedure according to which candidates (hereinafter, the “**Potential Buyers**”) who expressed their interest in purchasing the business Hotel annexed to the New Congress Centre of Rome (hereinafter, the “**Hotel**”) described in the call to which the present **Regulation** is referred, can access the information and the documents (hereinafter, the “**Confidential Information**”) available in the Data Room set up by Eur S.p.A. on the website www.eurspa.it, in an area dedicated to the **Potential Buyers**, who are granted with access to it.

1.2 The **Regulation**, signed beforehand by the **Potential Buyers** as acceptance, has to be brought to the attention of any consultant appointed for any purpose by the **Potential Buyers** in order to have access, on behalf of the Potential Buyers, to the Data Room and has to be complied with during all stages of the Data Room. **Potential Buyers** and any consultant appointed by the Potential Buyers will also be hereinafter referred to as “**Authorized Candidates**”.

**Article 2 – Confidentiality**

2.1. The Confidential Information has to be considered confidential information pursuant to and for the purpose of the Confidentiality Agreement signed by the **Potential Buyers** at the same time as the signing of this **Regulation** and is subject to all the conditions provided in the Confidentiality Agreement. In any case, by returning this **Regulation**, duly signed as acceptance, the **Authorized Candidates** undertake, according to the Confidentiality Agreement, not to disclose to third parties, for any reason whatsoever, the Confidential Information, that the Authorized Candidates may become aware of during the Data Room or in any other place, which in any way concerns the **Hotel** or **Eur S.p.A**..

**Article 3 – Admission and duration**

3.1. The Company appointed to coordinate the Data Room is Coldwell Banker Commercial - Realty Advisory S.p.A. (hereinafter, the “**Coordinator**”), which may be reached by using the following contact details:

 Via Sardegna 50 – 00187 Rome

Tel. +39 0639740456

Fax +39 0683700463

Email: advisorylalama@cbcommercial.it

3.2 The Data Room will be freely accessible to each **Authorized Candidate** until its closing date, as indicated in the call for expressions of interest. For this purpose, the **Coordinator**, after verification of the requirements set out in the call for expressions of interest and the communications made by the **Potential Buyers** concerning the **Authorized Candidates**, will send to each **Authorized Candidate** a secret password to allow access to the information available in the Data Room.

**Article 4 – Documentation**

4.1 The documents available in the Data Room (hereinafter, the “**Documents**”) will be archived in dedicated files and catalogued in a list (hereinafter, the “**List of Documents**”). **EUR S.p.A.** will be entitled, at any time, to make additions to or modify the **Documents** contained in the Data Room without any obligation to inform the **Authorized Candidates** before or after making said additions or modification.

4.2 The **Documents** can only be accessed and analysed in the Data Room, available on the website www.eurspa.it.

**Article 5 – Questions**

5.1. **Authorized Candidates** will be allowed to ask questions to and request further clarification in writing from the **Coordinator**. Answers will be provided in writing or during specific meetings between the **Authorized Candidates** and the persons in charge for and on behalf of **EUR S.p.A.** or **EUR S.p.A.**’s **Consultants**.

5.2 **Authorized Candidates** undertake not to directly or indirectly contact employees and/or consultants of **EUR S.p.A.** to discuss any **Documents** and/or request other documentation.

**Article 6 – Miscellaneous**

6.1 **EUR S.p.A.** reserves the right to modify the terms and conditions of this **Regulation**, including access conditions by the Authorized Candidates to the information and documents available in the Data Room. Said modification will not entitle the Authorized Candidates to bring against **EUR S.p.A.** or its consultants any claim to seek compensation or indemnity.

6.2 With particular regard to the access conditions to the Data Room by way of a password referred to in paragraph 3.2 of this **Regulation**, the **Authorized Candidates** undertake, as of now: *(i)* not to disclose and/or allow the use of the access password by third parties and *(ii)* to implement all the appropriate measures for this purpose.

For acknowledgment and acceptance:

\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

*[the Candidate]*