

Notary Register Number 15545 / Collection Number 9498

**DONATION FROM G.F.C. SRL TO THE FONDAZIONE CAPELLINO**  
OF ITS EQUITY INTEREST IN  
**ALMO NATURE, A PUBLIC LIMITED LIABILITY COMPANY (SPA)**  
*UNDER ARTICLES 769 AND 2022 OF THE ITALIAN CIVIL CODE*  
**THE ITALIAN REPUBLIC**

On the twenty-eighth day of the month of June, in the year two thousand nineteen, in my office located at Via XX Settembre number twenty-nine, apartment twelve, in Genoa,

28 June 2019

before me, Mr Ugo BECHINI, Notary in Genoa and member of the Board of Notaries for the Combined Districts of Genoa and Chiavari, are present Messrs:

- DE ASMUNDIS Andrea, born on 13 August 1977 in Genoa, resident at Via Oliveto No. 3A/10 in Genoa, company director;
- BOLLERI Cinzia, born on 4 September 1976 in Genoa, resident at Via Caffa No. 14/21, Stairwell A, in Genoa, company director;

who intervene in this act as witnesses, possessing the requirements therefor, as they represent to me, along with the appearance of Messrs:

- CAPELLINO Pier Giovanni (occasionally referred to as "Piergiovanni"), born on 19 April 1954 in Savigliano (CN), resident at Salita Superiore Sant'Anna No. 3/6 in Genoa, entrepreneur, as Chairman of the Board of Directors of **G.F.C. S.R.L.**, with Tax Identification Code 02597310107 and Economic and Administrative Index No. GE-283546, with registered office at Via Assarotti No. 19 in Genoa, corporate capital of EUR 50,000 (fifty thousand), vested with the necessary powers to carry out the provisions set out below by virtue of the quotaholders' meeting held on 24 June 2019; a certified copy of an excerpt of the relevant minutes, drafted by me, the Notary, today, are attached hereto as Annex "A" and are filed under Notary Register No.15544. The appearing parties complete the Board of Directors of that Company, which is henceforth referred to as the *Donor*;
- CAPELLINO Lorenzo, born on 30 April 1964 in Pinerolo (TO), resident at 200 Ocean Lane Drive in Key Biscayne (Florida, USA), entrepreneur, as board member of the **FONDAZIONE CAPELLINO**, with registered office at Piazza dei Giustiniani No. 6 in Genoa, with Tax Identification Code 95205020100, registered under No. 142 in the Register of Legal Entities at the Prefecture of Genoa; empowered ad hoc by the Board of Directors' resolution of 21 June 2019; an excerpt of the relevant minutes previously executed under seal by me today are filed under Notary Register No. 15543, such Fondazione which is henceforth

referred to as the *Donee*.

The references to the parties' tax identification codes correspond to the prior representations made by the same at my request.

The abovementioned appearing parties, whose personal identity I, the Notary, am certain, set forth the following **Recitals**:

- a) there exists a public limited liability company, ALMO NATURE S.p.A. (henceforth, ALMO), with Tax Identification Code 04379420013 and Economic and Administrative Index No. GE-278872, with registered office at Piazza dei Giustiniani No. 6 in Genoa, having a share capital of EUR 6,000,000 (six million), represented by 1,200,000 (one million two hundred thousand) shares having a par value of EUR 5 (five) each;
- b) of these, 120,000 (hundred and twenty thousand) shares are held by ALMO itself, as treasury shares;
- c) all the remaining shares amounting to 1,080,000 (one million eighty thousand) belong to the Donor;
- d) ALMO has no plans to buy any further own shares, in order to authorise the following in relation to Article 6 of ALMO's Articles of Association, which provides for the pre-emptive right for disposals *on whatever basis*;
- e) the parties have carefully considered the specific civil and tax features of this transaction, especially with regard to the taxation and position of the Donor, and specifically of its Governing Body;
- f) the equity interest set out in under letter "c" above was appraised in a report drawn up by Mr Clemente Bianco, certified on 21 June 2019 before the Court of Genoa, filed under Index No. 4644/19: an uncertified copy of which is attached hereto as Annex "B".

[the appearing parties] **hereby agree** as follows:

**1.**

The recitals are an integral and substantial part of this document.

**2.**

The Donor gives the Donee, whose representative accepts on its behalf, all of the shares referred to under letter "c" of the recitals. The effectiveness of the transfer is not deferred, in order to ensure that the profits to be distributed on 2 July 2019 are paid in full to the Donee.

**3.**

The title deeds are deposited with the Company, proceeding in accordance with Article 2022 of the Italian Civil Code. The shares are transferred to the Fondazione's endowment fund.

**4.**

The Donor represents that the equity interest is its exclusive property and within its exclusive availability, free from attachments, seizures or constraints of any kind.

**5.**

ALMO will comply with the formalities arising from the changed identity of the Sole Member.

**6.**

The Donee represents its intent to conduct the management and coordination of ALMO.

**7.**

For registration purposes, the parties assign the value of EUR 17,415,335 (seventeen million, four hundred and fifteen thousand, three hundred and thirty-five) to the donation.

**8.**

The costs for this deed and of the dependent formalities shall be paid by the Donee.

As requested .....