

Giglio Group S.p.A.

Registered Office: Milan (MI) Piazza Diaz, 6 Postal Code 20123
Tax Number and Milan's Companies Registration Office number 07396371002
Share capital: € 3,661,337.00 fully paid-up and subscribed
Milan's Economic and Administrative Index: 1028989
(hereinafter also referred to as "Giglio Group" or the "Incorporating Company")

Ibox S.r.l. single-member company

Registered Office: Milan (MI) Piazza Diaz, 6 Postal Code 20123
Share capital: € 20,000.00 fully paid-up and subscribed
Tax Number and Milan's Companies Registration Office number 02285370975
Milan's Economic and Administrative Index: 2553591
(hereinafter also referred to as "Ibox" or the "Acquiree")

Common project of merger by incorporation of the subsidiary Ibox S.r.l. into the parent company Giglio Group S.p.A., prepared pursuant to Art. 2501-*ter* of the Italian Civil Code

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1. **Preamble**

Dear Shareholders,

with this merger project (hereinafter also referred to as the "**Project**"), we wish to explain to you the proposed operation, which provides for the merger by incorporation of the Acquiree Ibox into the Incorporating Company Giglio Group, currently Parent Company of the former. As a matter of fact, Giglio Group S.p.A. is the owner of the shares representing 100% of Ibox S.r.l. share capital.

This merger represents simply a reorganisation of the company at Group level; the objective being pursued is the streamlining of the corporate structure, here understood both as its activities and as its relevant structural costs. For further information on the operation and its justifications from a legal and economic point of view, please see the Directors' Report on the Project of Merger by Incorporation prepared pursuant to Art. 2501-*quinquies* of the Italian Civil Code, as well as in accordance with Art. 70, par. 2 of the Regulation adopted with Consob resolution no. 11971 of 14 May 1999 (hereinafter referred to as the "Issuers Regulation").

It is noted that this Project of Merger:

- Has been prepared jointly by the Board of Directors of Giglio Group and Ibox, and that it represent the common Project of Merger of the Acquiree into the Incorporating Company;
- Contains all the information required by Art. 2501-*ter*, excluding the one required by par. 1, numbers 3), 4) and 5), given the nature of this merger, which entails a wholly-owned subsidiary, pursuant to Art. 2505. More specifically, this project of merger does not include indications regarding the shares or quotas exchange ratio, any eventual cash payment, the criteria for the allocation of the quotas of the company arising from the merger nor the date from which said shares or quotas shall participate in the profits;
- Shall be filed for registration with Milan's Registration Office (pursuant to Art. 2501-*ter*, par. 3 of the Italian Civil Code);
- Shall also be filed with the offices of the companies partaking in the merger (pursuant to Art. 2501-*septies*, par. 1, no. 1 of the Italian Civil Code), together with the other documents required by the aforementioned article (if applicable), as well as by the Issuers Regulation.

Pursuant to Art. 2505 of the Italian Civil Code, the provisions of Art. 2501-*ter*, par. 1, no. 3), 4) and 5) and of Art. 2501-*sexies* do not apply to the merger by incorporation of a company into another company which owns all of the shares or quotas of the former. Therefore, since Ibox is entirely controlled by Giglio Group, the obligation to prepare an Experts' Report no longer holds (2501-*sexies*).

2. **Companies Partaking in the Merger (Art. 2501-*ter*, par. 1, no. 1 of the Italian Civil Code)**

Incorporating Company

<i>Name:</i>	Giglio Group S.p.A.
<i>Type:</i>	Company limited by shares - listed on the Telematic Stock Exchange market managed by Borsa Italiana S.p.A. on the STAR segment.
<i>Registered Office:</i>	20123 – Milan, Piazza Armando Diaz 6

<i>Share capital:</i>	€ 3,661,337.00 fully paid-up and subscribed
<i>Tax Number</i>	07396371002
<i>Companies Registration Office No.:</i>	07396371002
<i>Economic & Admin. Register:</i>	Milan's Economic and Administrative Register: 1028989

Acquiree

<i>Name:</i>	Ibox S.r.l. single-member company
<i>Type:</i>	Limited Liability Company
<i>Registered Office:</i>	20123 – Milan, Piazza Armando Diaz 6
<i>Share capital:</i>	€ 20,000.00 fully paid-up and subscribed
<i>Tax Number</i>	02285370975
<i>Companies Registration Office No.:</i>	02285370975
<i>Economic & Admin. Register:</i>	Milan's Economic and Administrative Register: 2553591

3. Incorporating Company's By-laws with any amendment arising from the Merger (Art. 2501-ter, par. 1, no. 3 of the Italian Civil Code)

As of today, the current Articles of Organisation and the By-laws of the Incorporating Company shall not be amended following the Merger operation.

4. Shares Exchange Ratio, eventual cash payment, criteria for the allocation of shares of the Incorporating Company and date from which said shares shall participate in the profits (Art. 2501-ter, par. 1, no. 3, 4 and 5 of the Italian Civil Code)

The Incorporating Company Giglio Group S.p.A., as explained above, is the owner of the shares representing 100% of the Acquiree Ibox's share capital.

As mentioned before, pursuant to Art. 2505 of the Italian Civil Code, the provisions of Art. 2501-ter, par. 1, no. 3), 4) and 5) and of Art. 2501-sexies do not apply to the merger by incorporation of a company into another company which owns all of the shares or quotas of the former. Therefore, being Ibox entirely owned by Giglio Group, the obligation to prepare the Report of the administrative body containing the criteria for the identification of the exchange ratio as well as the Experts' Report concerning the fair value of the shares or quotas exchange ratio no longer holds.

5. Statutory, accounting and fiscal effects of the merger (Art. 2501-ter, par. 1, no. 6 of the Italian Civil Code)

The Merger shall have legal effects starting from the last registration referred to in Art. 2504 of the Italian Civil Code before the competent Companies Registration Office or, alternatively, starting from the following moment, which shall be established eventually in the Merger deed, pursuant to Art. 2504-bis, par. 2 of the Italian Civil Code.

Pursuant to Art. 2504-bis, par. 3 of the Italian Civil Code, the operations of the Merged Company (Ibox S.r.l.) shall be attributed to the financial statements of the Incorporating Company (Giglio

Group) starting from the first of January of the year in which the last registration referred to in Art. 2504 of the Italian Civil Code has been carried out. Therefore, for accounting and tax purposes, the operations of the Merged Company shall be attributed to the financial statements of Giglio Group.

From the same date the fiscal effects of the Merger shall also take effect, pursuant to Art. 172, par. 9 of the Presidential Decree no. 917 of 22 December 1986 ("TUIR").

6. Eventual reserved treatment for particular shareholders categories and for holders of securities other than shares (Art. 250-ter, par. 1, no. 7 of the Italian Civil Code)

There are no particular categories of shareholders or holders of securities other than shares to whom any eventual specific treatment is reserved.

7. Specific advantages eventually proposed in favour of the directors of the Parties (Art. 2501-ter, par. 1, no. 8 of the Italian Civil Code)

This Merger shall not determine any specific advantage in favour of those subject competent for the administration of the Parties partaking in the same.

8. Annexes

A. Giglio Group S.p.A.'s current By-laws

The variations to this project required in case of further legal checks continue to apply, albeit while respecting the limits set forth in Art. 2502, par. 2 of the Italian Civil Code.

Milan, 19 December 2019.

For Giglio Group S.p.A.
The Chairman of the Board of
Directors

Mr Alessandro Giglio

For Ibox S.r.l.
Member of Board of Directors

Mr Massimo Mancini