

ANNEX 2

TO THE CALL FOR EXPRESSIONS OF INTEREST FOR THE SALE PROCEDURE OF 100% OF THE SHARE CAPITAL OF THE COMPANY TO BE FORMED CENTOSTAZIONI RETAIL S.P.A. AND SIMULTANEOUS GRANT TO THAT COMPANY OF THE CONTRACT ATTRIBUTING THE EXCLUSIVE RIGHTS TO ECONOMIC EXPLOITATION OF THE COMMERCIAL AND ADVERTISING SPACES IN THE TRAIN STATIONS OF MILANO PORTA GARIBALDI, ROMA OSTIENSE, PADOVA, TORINO PORTA SUSÀ AND NAPOLI AFRAGOLA.

FORM FOR EXPRESSION OF INTEREST

Annex 2**Form for Expression of Interest¹**

Messrs

Ferrovie dello Stato Italiane S.p.A.**c/o PriceWaterhouseCoopers Advisory S.p.A.****Largo Fochetti, n. 28****Rome 00154**

SUBJECT: Expression of Interest for the sale procedure of 100% of the share capital of the company to be formed Centostazioni Retail S.p.A. and grant to that company of the contract attributing the exclusive right to economic exploitation of the commercial and advertising spaces in the train stations of Milano Porta Garibaldi, Roma Ostiense, Padova, Torino Porta Susa and Napoli Afragola.

_____, with registered offices in _____, share capital Euro _____, (in words: _____), entered in the Companies Register of the Chamber of Commerce, Industry, Crafts and Agriculture (or equivalent) of _____, under no. _____, Tax Code no. _____ (or equivalent), and VAT code _____ (or equivalent), represented by _____, acting as _____, legal representative/company officer (*rule out non-applicable option*), hereinafter the “*Company*”²,

WHEREAS

- the call for Expressions of Interest (hereinafter the “*Call*”) was published on March 16, 2018 for the sale procedure of 100% of the share capital of the company to be formed Centostazioni Retail S.p.A. and grant to that company of the contract attributing the exclusive rights to economic exploitation of the _____

¹ In compliance with par. VI) of the Call, the Expression of Interest and the required documentation must be provided in Italian, or, for parties whose registered office is not in Italy, in English. If the documentation is provided in languages other than Italian or English, it must be accompanied, under penalty of exclusion, by a translation into Italian or English certified according to the original text by the Italian diplomatic or consular authorities of the country in which they were written, or by an official translator, prevailing, in any case, the text in Italian or English.

² In compliance with par. IV) of the Call, the parties that may request to be admitted to participate in the Procedure may be Italian or foreign entities, with a legal personality according to the legislation of their State, including investment funds, in single or associated form - in this phase or in subsequent phases of the Procedure - on the basis of pooling agreements or similar forms of cooperation, also through special corporate organizations or in the form of consortia or temporary corporate groupings. Natural persons, and/or associative structures and/or other forms of association other than those indicated above will not be admitted to the Procedure.

commercial and advertising spaces in the Italian train stations of Milano Porta Garibaldi, Roma Ostiense, Padova, Torino Porta Susa and Napoli Afragola (hereinafter the “**Procedure**”);

- the Company intends to take part in said Procedure;

Given all the above, the undersigned Company, as represented above, hereby

EXPRESSES

- its interest in being admitted to take part in the Procedure.

To this end, the undersigned Company, as represented above

DECLARES

- that for the receipt of any notice/decision concerning the Procedure and/or any request for clarification and/or integration of the documentation submitted for participation in the Procedure, its address shall be _____ and declares to want to receive all communications at email address _____ and states that Mr. _____ shall be the Company's contact for this Procedure;
- it has read and accepts the content of the Call and all its clauses, none excepted, and has taken into account all other circumstances relevant to taking part in the Procedure;
- pursuant to the provisions in the Call, this Expression of Interest is unconditional and without reservation.

COMMITTS

- If awarded, following its filing of a binding offer³, to purchase the entire amount of the company share being transferred, by paying the price offered, under the terms and conditions as set forth.

In accordance with the content of par. VI) of the Call, for the purposes mentioned above, the following is attached ⁴⁵:

- (**Option 1**, valid for Companies incorporated in Italy and in countries within the European Union) Substitutive declaration [pursuant to Italian Presidential Decree 445 of 28 December 2000], drawn up in Italian or English in accordance with the Annex 3 or Annex 4 to the Call (“**Modello di dichiarazione sostitutiva**” or “**Form for declaration of requisites**” ”), or (**Option 2**, valid for Companies based in countries outside the European Union) an affidavit [i.e. for those countries in which such a declaration does not exist, a declaration made before a pertinent judicial or administrative authority , a notary or a

³ The above without prejudice to the absolute right of FS, also on behalf of RFI, to modify, suspend, postpone, cancel, interrupt or not to award the Procedure at any time without the interested parties's right to file any claim for damages and/or compensation against PriceWaterhouseCoopers Advisory S.p.A., FS and RFI and their representatives, officers, employees or consultants, not even pursuant to Articles 1337 and 1338 of the Italian Civil Code.

⁴ In compliance with par. VI) of the Call, the required documentation must be submitted in Italian or, for parties without registered offices in Italy, in English. If the documentation is submitted in languages other than Italian or English, it must be accompanied, under penalty of exclusion, by a translation into Italian or English certified according to the original text by the Italian diplomatic or consular authorities of the country in which they were written, or by an official translator, prevailing, in any case, the text in Italian or English.

⁵ In compliance with par. VI) of the Call, if the interest to purchase is expressed by multiple parties of a group, a consortium or a temporary group of companies to be founded, or by a newco, the requirements and the documents that must be provided with the Expression of Interest must be provided by each of them.

*qualified professional body qualified to receive it from their country or before a public official of an Italian Consulate or Embassy], drawn up in English in accordance with Annex 5 to the Call (“**Form for declaration of requisites for non-EU resident**”); [with reference to this last point, rule out non-applicable option]*

- copy of the deed of incorporation, of the current by-laws and updated company chamber of commerce certificate or equivalent documentation. *(N.B. In the case of participation in the Procedure of investment funds, in addition to the documentation referred to above referred to the management company, a copy of the fund regulations or other equivalent document must be provided to verify the ability of the investment fund to make the investment, at least with particular reference to the authorized investment areas and the residual duration of the investment fund);*
- list of names, positions and end of term of each member of the administrative, supervisory and other relevant corporate bodies of the party concerned. *(N.B. . In the case of participation in the Procedure of investment funds, in addition to the data referred to above referred to the management company, the members of the management bodies of the fund must also be indicated).*
- copy of the statutory financial statements in complete and certified form for the last three financial years (2015, 2016, and [Option 1, 2017, or Option 2, custom trial balance for the 2017 financial year, drawn up by the administrative body with the commitment to produce the financial statements in complete and certified form as soon as they have been definitively approved by law) [**rule out non-applicable option**] and, where existing, consolidated, of the interested party or in any case of the group to which the same is a party. *(N.B. In the case of participation of investment funds in the Procedure, the last management report or other equivalent document must be enclosed, as well as, with reference to investment funds, the financial statements referred to above referred to the management company);*
- list of shareholders and indication of the control structure of the party that expresses interest, where applicable, including the controlling parties up to the top of the chain of control or, in the case of listed companies or in any case with widespread ownership, description of the shareholding structure and list of shareholders holding controlling shareholdings or more than 10%, with indication of their respective shares. *(N.B. In the case of participation of investment funds in the Procedure, in addition to the documentation referred to above referred to the management company, the holders of shares exceeding 20% of the fund must be indicated if such information is available);*
- a short profile containing an indication of the activities carried out by the interested party and, if existing, by the group to which they belong and/or by the controlling company, specifying any activities carried out in the sectors of economic management and exploitation of commercial and advertising spaces, including the main economic and financial data; *(N.B. if the participant is a fund, the above indication can be given with reference to the investee companies of the same fund or to all the holders of shares in the fund with an amount exceeding 20% of the fund itself);*
- a brief indication of the reasons for the possible investment in Centostazioni Retail S.p.A. and any other element that justifies the interest of the party interested in acquiring the entire share capital of Centostazioni Retail S.p.A.;
- declaration of non-existence of dissolution or bankruptcy proceedings or of any similar activity related to insolvency or termination of business or of being subjected to compulsory management. *(N.B. If the participant is a fund, the indication referred to above shall be provided with reference to its management company);*
- declaration containing the commitment not to engage in any conduct or act that could negatively affect the Procedure;

- non-disclosure agreement (the "**Non-Disclosure Agreement**") written in Italian or English based on the form in Annex 6 and Annex 7 of the Call,), completed in all its parts, signed on each page and signed at the bottom by the legal representative of the participant (or by a special attorney with appropriate powers) for full acceptance⁶.
- a copy of the Call initialled on each page and signed at the bottom by the applicant of the Expression of Interest, for full acceptance⁷;
- a simple copy of the documentation suitable to certify the necessary powers of the applicant(s) of the Expression of Interest, of the substitutive declaration and of the Non-Disclosure Agreement;
- declaration by the undersigned Company authorizing FS, RFI and PriceWaterhouseCoopers Advisory S.p.A. to process their personal and/or corporate data in order to ascertain the suitability of the parties to participate in the Procedure, as well as the correct performance of the same, for all intents and purposes of Legislative Decree 30 June 2003, no. 196;
- indication of the financial advisors or other consultants who assist or will assist the undersigned Company;
- declaration by the undersigned Company on the truthfulness, completeness and validity of the documents referred to above.

Sincerely,

_____, on _____

Date / Place

Company name

*(Signature of the legal representative or of a
company officer vested with appropriate powers)*

N.B.: THIS EXPRESSION OF INTEREST MUST BE SIGNED AND PROVIDED WITH A PHOTOCOPY OF A VALID IDENTIFICATION DOCUMENT OF THE SIGNER, ISSUED BY THE ITALIAN AUTHORITIES OR BY SUITABLE FOREIGN AUTHORITIES. IF THE PARTY TAKING PART IN THE PROCEDURE IS A GROUP OR A NEWCO OR A CONSORTIUM OR A

⁶ Note that in the case of participation in the form of a Group, a NewCo or a temporary corporate grouping, the Non-Disclosure Agreement must be signed by each member.

⁷ Note that in the case of participation in the form of a consortium or of a temporary corporate grouping, the copy of the copy of the Call must be signed by each member.

TEMPORARY CORPORATE GROUPING, THIS DECLARATION MUST BE SIGNED BY A LEGAL REPRESENTATIVE (OR BY A SPECIAL ATTORNEY WITH SPECIFIC POWERS) OF EACH MEMBER OF THE CORPORATE GROUP. IN ALL CASES THIS EXPRESSION OF INTEREST WILL BE ACCOMPANIED BY A PHOTOCOPY OF A VALID IDENTIFICATION DOCUMENT OF EACH SIGNER, ISSUED BY THE ITALIAN AUTHORITIES OR BY THE PERTINENT FOREIGN AUTHORITY OF EACH MEMBER.